


| STATE OF UTAH<br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS AND MINING  |           |                   |  |  |  | FORM 3<br>AMENDED REPORT <input type="checkbox"/>  |                            |                         |       |        |
|--|-----------|-------------------|--|--|--|--|----------------------------|-------------------------|-------|--------|
| <b>APPLICATION FOR PERMIT TO DRILL</b>   |           |                   |  |  |  | 1. WELL NAME and NUMBER<br>Three Rivers 16-22-820  |                            |                         |       |        |
| 2. TYPE OF WORK<br>DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/> |           |                   |  |  |  | 3. FIELD OR WILDCAT<br>UNDESIGNATED  |                            |                         |       |        |
| 4. TYPE OF WELL<br>Oil Well Coalbed Methane Well: NO   |           |                   |  |  |  | 5. UNIT or COMMUNITIZATION AGREEMENT NAME  |                            |                         |       |        |
| 6. NAME OF OPERATOR<br>AXIA ENERGY LLC   |           |                   |  |  |  | 7. OPERATOR PHONE<br>720 746-5200  |                            |                         |       |        |
| 8. ADDRESS OF OPERATOR<br>1430 Larimer Ste 400, Denver, CO, 80202  |           |                   |  |  |  | 9. OPERATOR E-MAIL<br>rsatre@axiaenergy.com  |                            |                         |       |        |
| 10. MINERAL LEASE NUMBER<br>(FEDERAL, INDIAN, OR STATE)<br>ML-49319  |           |                   | 11. MINERAL OWNERSHIP<br>FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>       |  |  | 12. SURFACE OWNERSHIP<br>FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/> |                            |                         |       |        |
| 13. NAME OF SURFACE OWNER (if box 12 = 'fee')  |           |                   |  |  |  | 14. SURFACE OWNER PHONE (if box 12 = 'fee')  |                            |                         |       |        |
| 15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')   |           |                   |  |  |  | 16. SURFACE OWNER E-MAIL (if box 12 = 'fee')   |                            |                         |       |        |
| 17. INDIAN ALLOTTEE OR TRIBE NAME<br>(if box 12 = 'INDIAN')  |           |                   | 18. INTEND TO COMMINGLE PRODUCTION FROM<br>MULTIPLE FORMATIONS<br>YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/> |  |  | 19. SLANT<br>VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>                               |                            |                         |       |        |
| 20. LOCATION OF WELL   |           | FOOTAGES          |  | QTR-QTR  | SECTION  | TOWNSHIP   | RANGE                      | MERIDIAN                |       |        |
| LOCATION AT SURFACE  |           | 1162 FNL 1912 FWL |  | NENW   | 16   | 8.0 S  | 20.0 E                     | S                       |       |        |
| Top of Uppermost Producing Zone  |           | 1980 FNL 1980 FWL |  | SEnw   | 16   | 8.0 S  | 20.0 E                     | S                       |       |        |
| At Total Depth   |           | 1980 FNL 1980 FWL |  | SEnw   | 16   | 8.0 S  | 20.0 E                     | S                       |       |        |
| 21. COUNTY<br>UINTAH   |           |                   | 22. DISTANCE TO NEAREST LEASE LINE (Feet)<br>1162  |  |  | 23. NUMBER OF ACRES IN DRILLING UNIT<br>40   |                            |                         |       |        |
|  |           |                   | 25. DISTANCE TO NEAREST WELL IN SAME POOL<br>(Applied For Drilling or Completed)<br>16   |  |  | 26. PROPOSED DEPTH<br>MD: 7070 TVD: 6926   |                            |                         |       |        |
| 27. ELEVATION - GROUND LEVEL<br>4766   |           |                   | 28. BOND NUMBER<br>LPM9046682  |  |  | 29. SOURCE OF DRILLING WATER /<br>WATER RIGHTS APPROVAL NUMBER IF APPLICABLE<br>49-2262 - RNI at Green River   |                            |                         |       |        |
| <b>Hole, Casing, and Cement Information</b>  |           |                   |  |  |  |  |                            |                         |       |        |
| String   | Hole Size | Casing Size       | Length   | Weight   | Grade & Thread   | Max Mud Wt.  | Cement                     | Sacks                   | Yield | Weight |
| Surf   | 11        | 8.625             | 0 - 1000   | 32.0   | J-55 LT&C  | 8.7  | Premium Lite High Strength | 100                     | 2.97  | 11.5   |
|  |           |                   |  |  |  |  | Class G                    | 115                     | 1.16  | 15.8   |
| Prod   | 7.875     | 5.5               | 0 - 7070   | 17.0   | J-55 LT&C  | 9.2  | Premium Lite High Strength | 460                     | 2.31  | 12.0   |
| <b>ATTACHMENTS</b>   |           |                   |  |  |  |  |                            |                         |       |        |
| <b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>  |           |                   |  |  |  |  |                            |                         |       |        |
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER   |           |                   |  |  | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN                 |  |                            |                         |       |        |
| <input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)   |           |                   |  |  | <input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER |  |                            |                         |       |        |
| <input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)   |           |                   |  |  | <input checked="" type="checkbox"/> TOPOGRAPHICAL MAP                      |  |                            |                         |       |        |
| NAME Don Hamilton  |           |                   |  | TITLE Permitting Agent (Buys & Associates, Inc)  |  |  |                            | PHONE 435 719-2018      |       |        |
| SIGNATURE  |           |                   |  | DATE 09/27/2012  |  |  |                            | EMAIL starpoint@etv.net |       |        |
| API NUMBER ASSIGNED<br>43047532300000  |           |                   |  | APPROVAL<br><br>Permit Manager |  |  |                            |                         |       |        |

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers #16-22-820**  
**NENW Sec 16 T8S R20E**  
**Uintah County, Utah**

**1. ESTIMATED FORMATION TOPS**

| FORMATION          | TOP (TVD)                | COMMENTS   |
|--------------------|--------------------------|--|
| Uinta              | Surface                  | Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O |
| Green River        | 2,530'                   | Oil & Associated Gas                                   |
| Lower Green River* | 4,442'                   | Oil & Associated Gas                                   |
| Wasatch*           | 6,426'                   | Oil & Associated Gas                                   |
| TD                 | 7,070' (MD) 6,926' (TVD) |  |

NOTE: Datum, Ground Level (GL) Elevation: 4,766'; Asterisks (\*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

**2. CASING PROGRAM**

| CASING     | HOLE SIZE | DEPTH SET (MD) | CSG SIZE | WGHT | GRD  | THRD | CAPACITY (bbl/ft) |
|------------|-----------|----------------|----------|------|------|------|-------------------|
| CONDUCTOR  |           | 50-100         | 13 3/8   |      |      |      |                   |
| SURFACE    | 11        | 1000 ±         | 8 5/8    | 32.0 | J-55 | LTC  | 0.0609            |
| PRODUCTION | 7 7/8     | 7,070'         | 5 1/2    | 17.0 | J-55 | LTC  | 0.0232            |

NOTE: All casing depth intervals are to surface unless otherwise noted.

***Casing Specs***

| SIZE (in) | ID (in) | DRIFT DIA (in) | COLLAPSE RESISTANCE (psi) | INTERNAL YIELD (psi) | TENSILE YIELD (lbs) | JOINT STRENGTH (lbs) |
|-----------|---------|----------------|---------------------------|----------------------|---------------------|----------------------|
| 8 5/8     | 7.921   | 7.796          | 2,530                     | 3,930                | 503,000             | 417,000              |
| 5 1/2     | 4.892   | 4.767          | 4,910                     | 5,320                | 272,000             | 273,000              |

\*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

### **FLOAT EQUIPMENT**

**SURFACE (8 5/8):** Float Shoe, 1 JNT Casing, Float Collar  
Centralizers: 1<sup>st</sup> 4 Joints: every joint  
Remainder: every third joint

**PRODUCTION (5 1/2):** Float Shoe, 1 JNT Casing, Float Collar  
Centralizers: 1<sup>st</sup> 4 Joints: every joint  
Remainder: every third joint 500' into surface casing

NOTE: 5 1/2" 17# J-55 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 200' above the Wasatch.

### **3. CEMENT PROGRAM**

**CONDUCTOR (13 3/8):** Ready Mix – Cement to surface

**SURFACE (8 5/8):** Cement Top: Surface  
Lead: 100 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess  
Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

**PRODUCTION (5 1/2):** Cement Top – 2,000'  
460 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft<sup>3</sup>/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B) Cement will not be placed down annulus with a 1" pipe unless the State of Utah is contacted.
- C) The State of Utah will be notified 24 hours prior to running casing and cementing.

### **4. PRESSURE CONTROL EQUIPMENT**

- A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- B) The BOPE shall be closed whenever the well is unattended.
  - a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
  - b) Choke Manifold:

- i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
- ii) Two adjustable chokes will be used in the choke manifold.
- iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
- iv) Pressure gauges in the well control system will be designed for drilling fluid.

**C) BOPE Testing:**

- a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
- b) All BOP tests will be performed with a test plug in place.
- c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

| INTERVAL    | BOP EQUIPMENT   |
|-------------|---|
| 0 – 1000 ±  | 11" Diverter with Rotating Head                               |
| 1000 ± – TD | 3,000# Ram Double BOP & Annular with Diverter & Rotating Head |

NOTE: Drilling spool to accommodate choke and kill lines.

## 5. **MUD PROGRAM**

- A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
  - a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

| INTERVAL      | MUD WGHT      | VISC | FLUID LOSS | COMMENTS |
|---------------|---------------|------|------------|----------|
| SURF – 1000 ± | 8.4 – 8.7 ppg | 32   | NC         | Spud Mud |
| 1000 ± – TD   | 8.6 – 9.2 ppg | 40   | NC         | DAP/Gel  |

NOTE: Mud weight increases will be directed by hole conditions.

## 6. **ABNORMAL CONDITIONS**

- A) No abnormal pressures or temperatures are anticipated.
  - a) Estimated bottom hole pressure at TD will be approximately 2,999 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,524 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B) No hydrogen sulfide is anticipated.

| INTERVAL      | CONDITION                 |
|---------------|---------------------------|
| SURF – 1000 ± | Lost Circulation Possible |
| 1000 ± – TD   | Lost Circulation Possible |

## 7. **AUXILIARY EQUIPMENT**

- A) Choke Manifold

- B) Upper and lower kelly cock with handle available
- C) Stabbing valve
- D) Safety valve and subs to fit all string connections in use

## 8. **SURVEY & LOGGING PROGRAMS**

- A) Cores: None anticipated.
- B) Testing: None anticipated.
- C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

## 9. **HAZARDOUS MATERIALS**

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

**T8S, R20E, S.L.B.&M.****AXIA ENERGY**

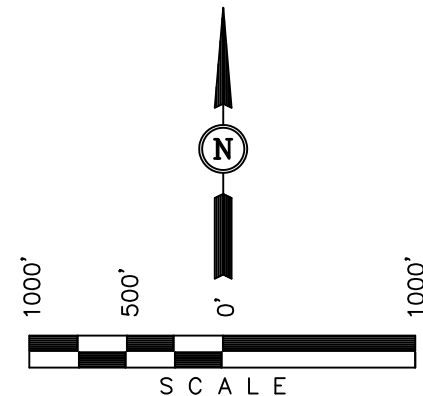
Well location, THREE RIVERS #16-22-820, located as shown in the NE 1/4 NW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

**BASIS OF BEARINGS**

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

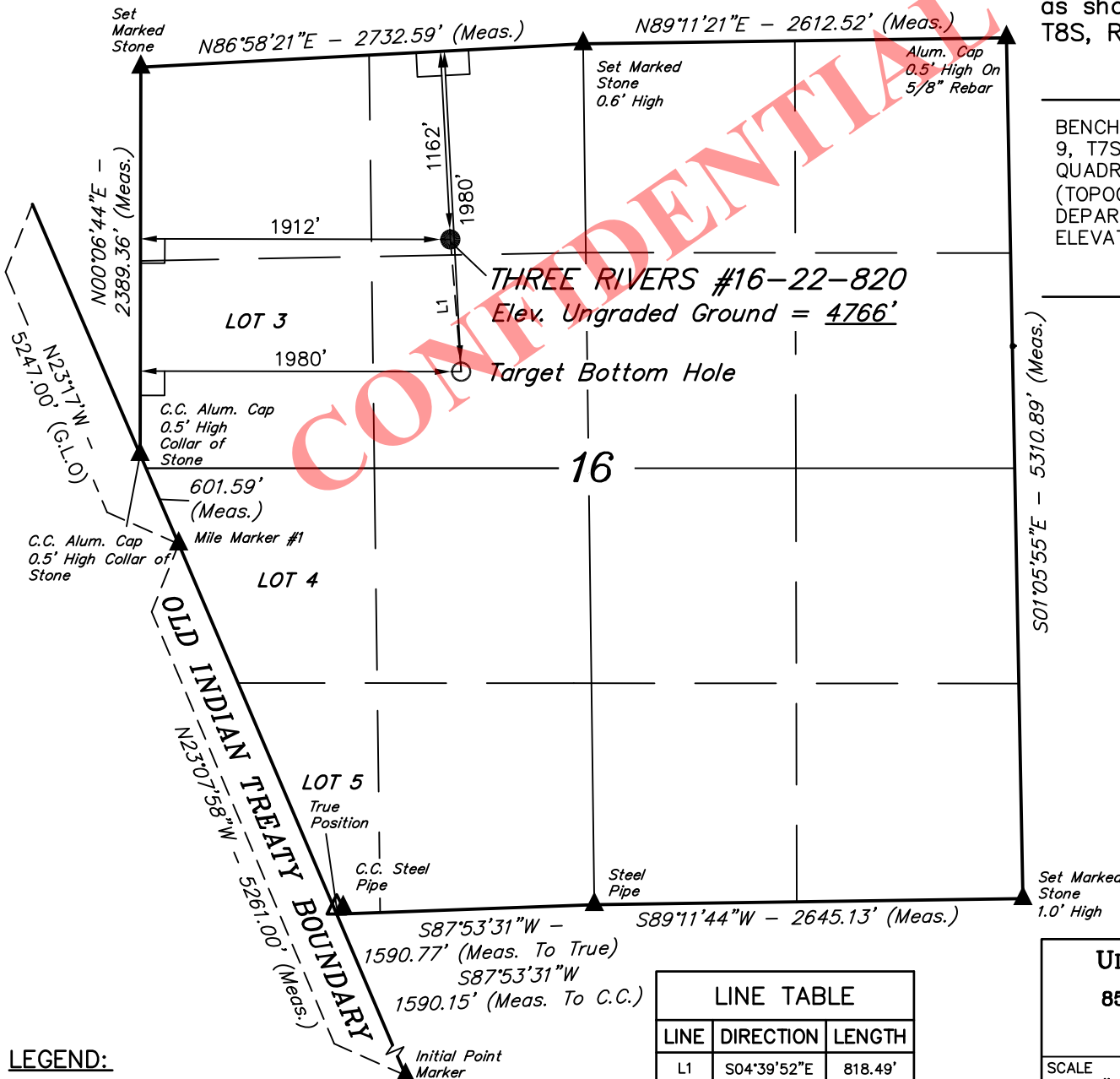
**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

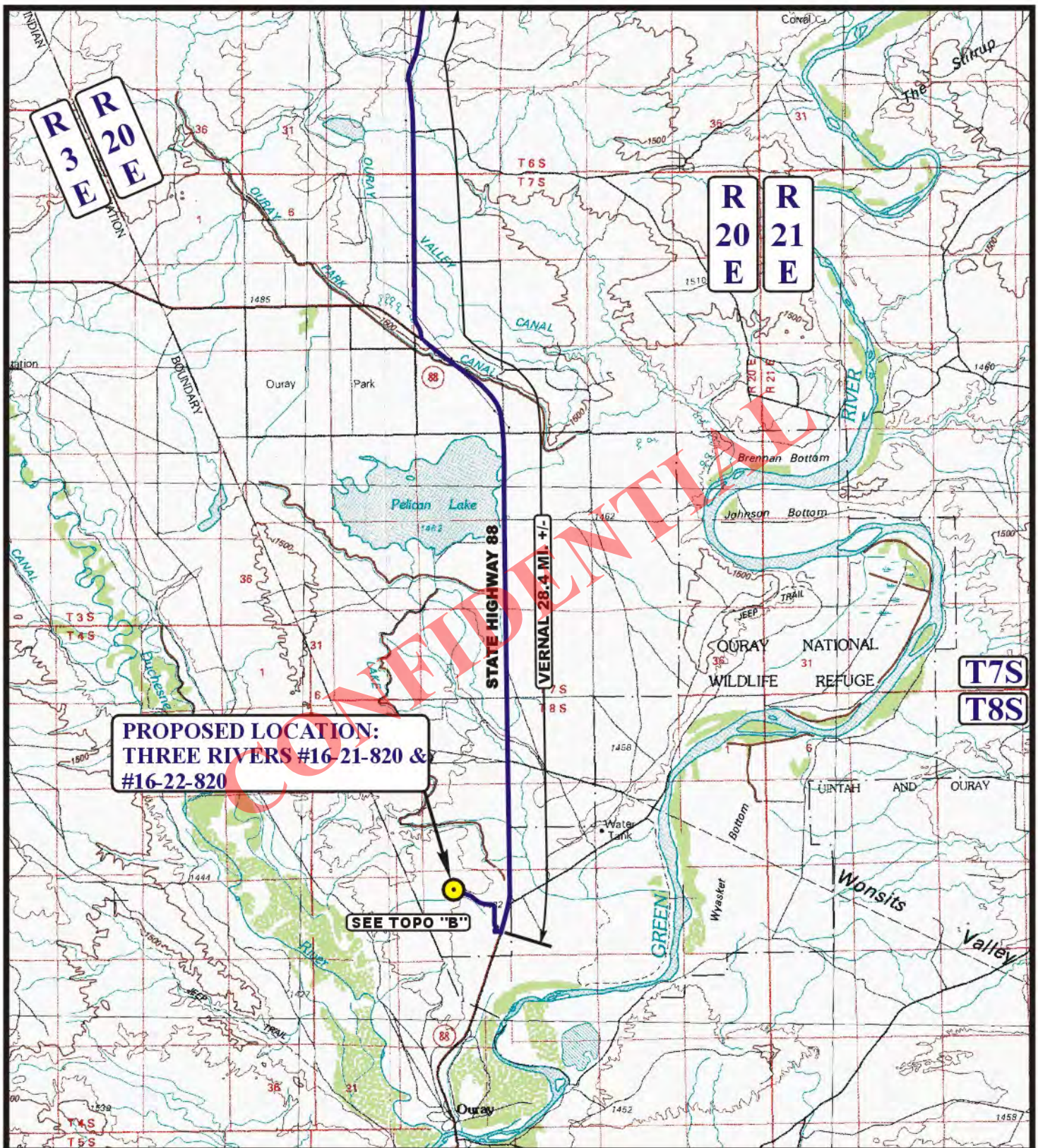
**ROBERT L. KAY**  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
08-17-12

**UINTAH ENGINEERING & LAND SURVEYING**  
**85 SOUTH 200 EAST - VERNAL, UTAH 84078**  
(435) 789-1017

|                         |                            |                         |
|-------------------------|----------------------------|-------------------------|
| SCALE<br>1" = 1000'     | DATE SURVEYED:<br>07-25-12 | DATE DRAWN:<br>08-07-12 |
| PARTY<br>G.O. S.R. K.O. | REFERENCES<br>G.L.O. PLAT  |                         |
| WEATHER<br>HOT          | FILE<br>AXIA ENERGY        |                         |



RECEIVED: September 27, 2012



**PROPOSED LOCATION:  
THREE RIVERS #16-21-820 &  
#16-22-820**

**SEE TOPO "B"**

**LEGEND:**

**PROPOSED LOCATION**

**N**

**AXIA ENERGY**

**THREE RIVERS #16-21-820 & #16-22-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
NE 1/4 NW 1/4**



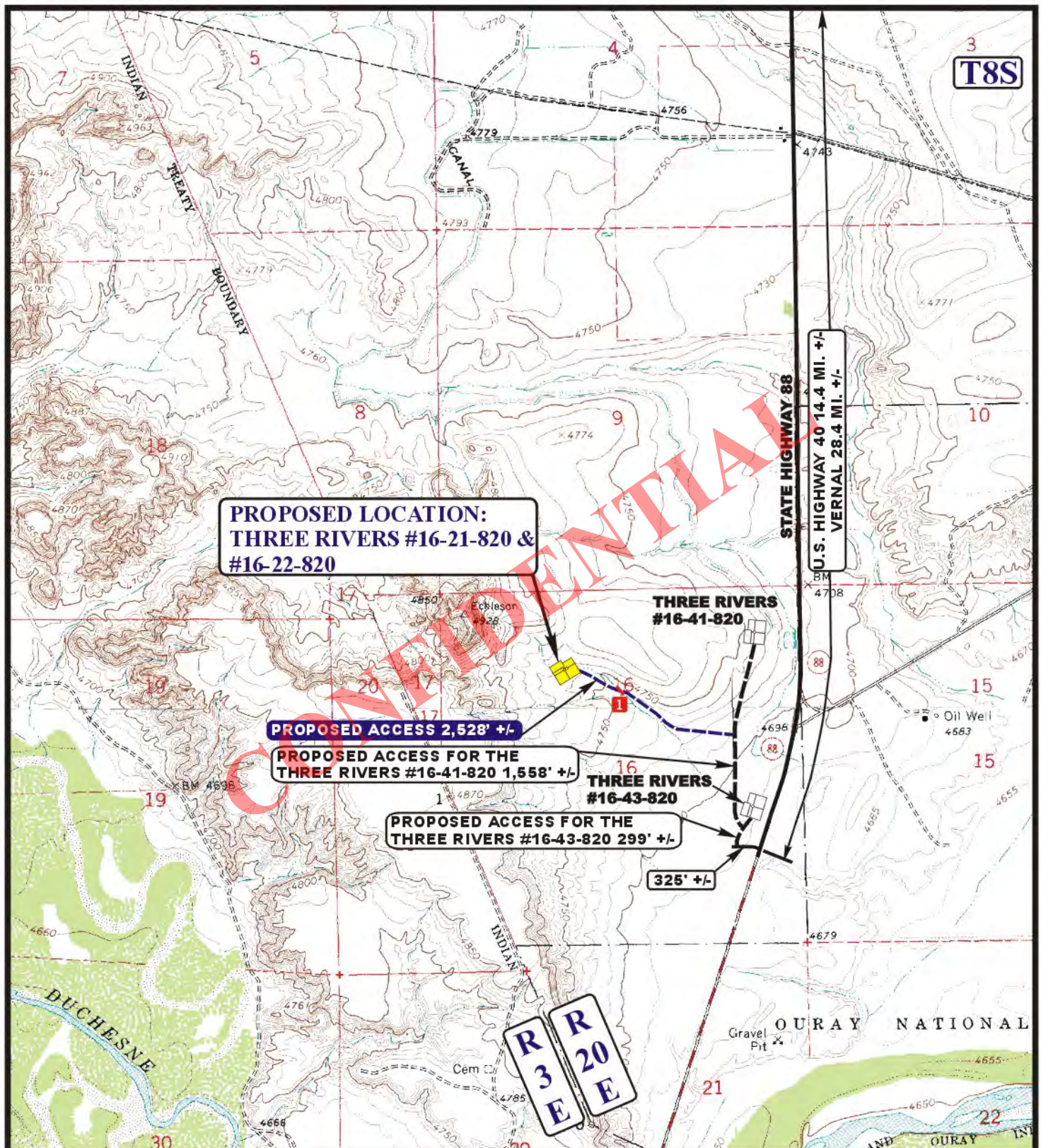
**Uintah Engineering & Land Surveying**  
85 South 200 East Vernal, Utah 84078  
(435) 789-1017 \* FAX (435) 789-1813

**ACCESS ROAD  
MAP**

**08 03 12**  
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00

**LEGEND:**

— EXISTING ROAD  
- - - PROPOSED ACCESS ROAD

**1** 18" CMP REQUIRED



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**AXIA ENERGY**

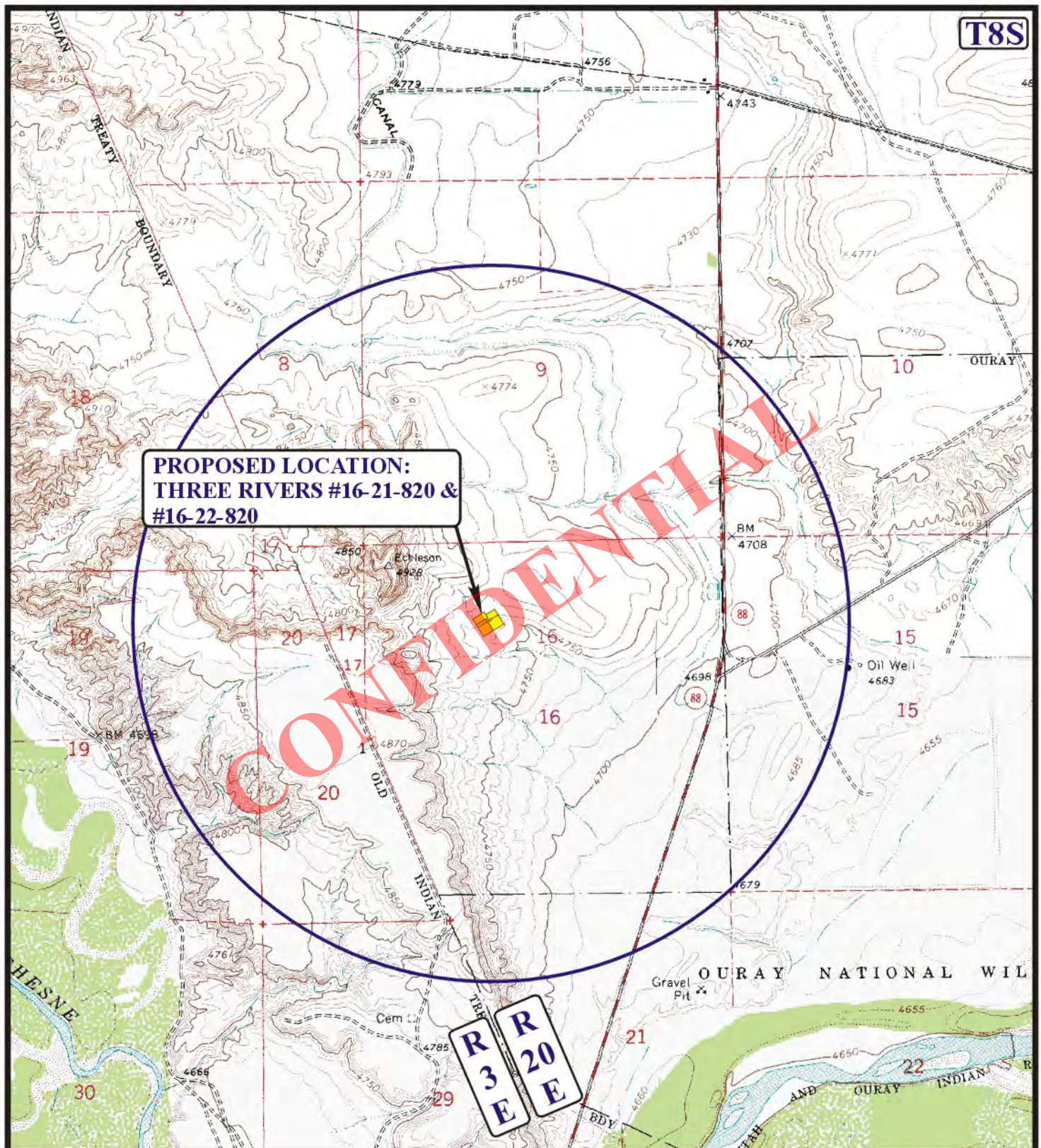
**THREE RIVERS #16-21-820 & #16-22-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**NE 1/4 NW 1/4**

**ACCESS ROAD  
MAP**

**08 03 12**  
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00

**B  
TOPO**

**LEGEND:**

- |                   |                         |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS  | ● ABANDONED WELLS       |
| ● PRODUCING WELLS | ● TEMPORARILY ABANDONED |
| ● SHUT IN WELLS   |                         |

**AXIA ENERGY**

**THREE RIVERS #16-21-820 & #16-22-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**NE 1/4 NW 1/4**



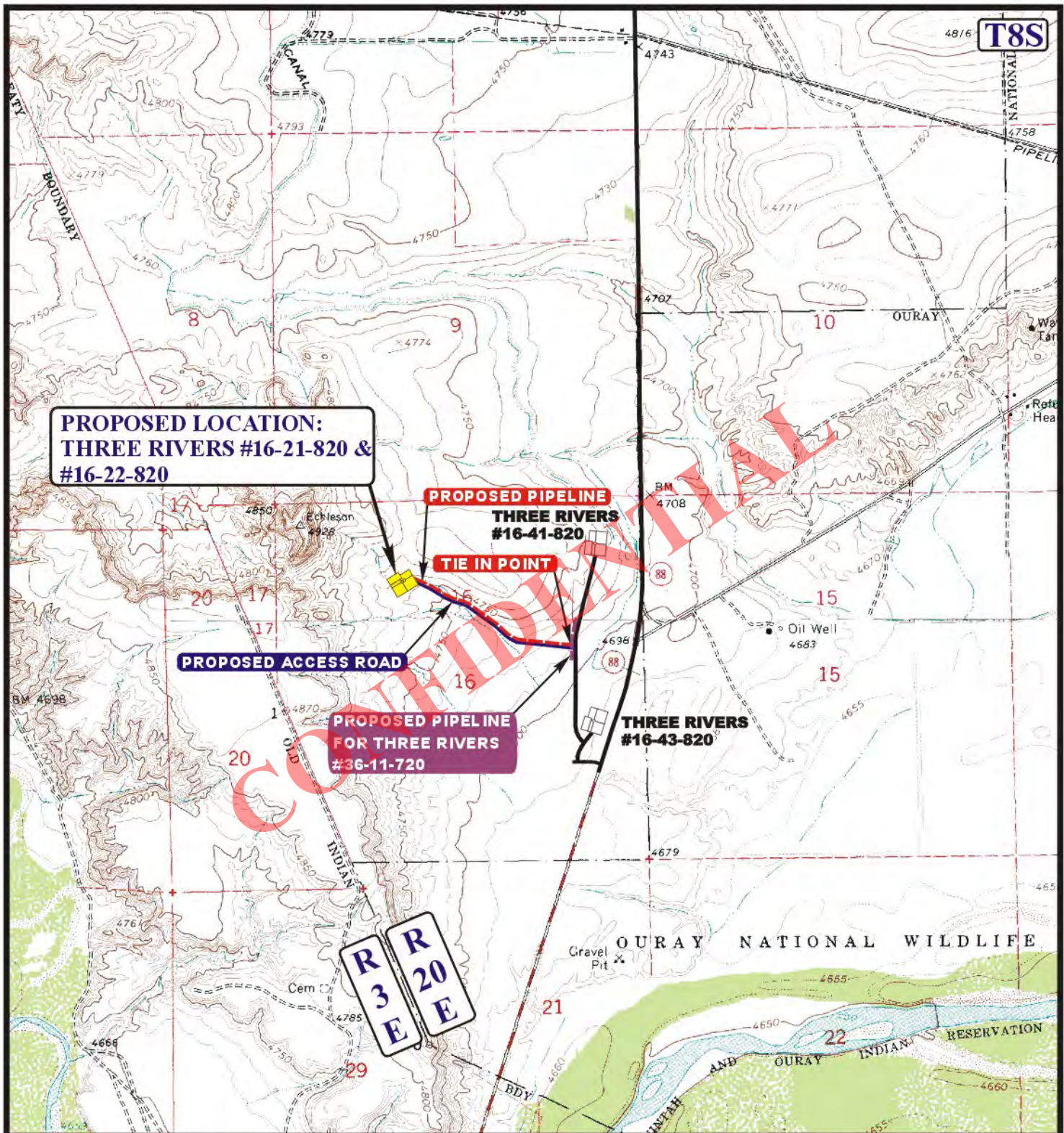
**Uintah Engineering & Land Surveying**  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813

**TOPOGRAPHIC**  
**MAP**

**08 03 12**  
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





**APPROXIMATE TOTAL PIPELINE DISTANCE = 2,527' +/-**

**LEGEND:**

- PROPOSED ACCESS
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)



**AXIA ENERGY**

**THREE RIVERS #16-21-820 & #16-22-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
NE 1/4 NW 1/4**



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**TOPOGRAPHIC  
MAP**

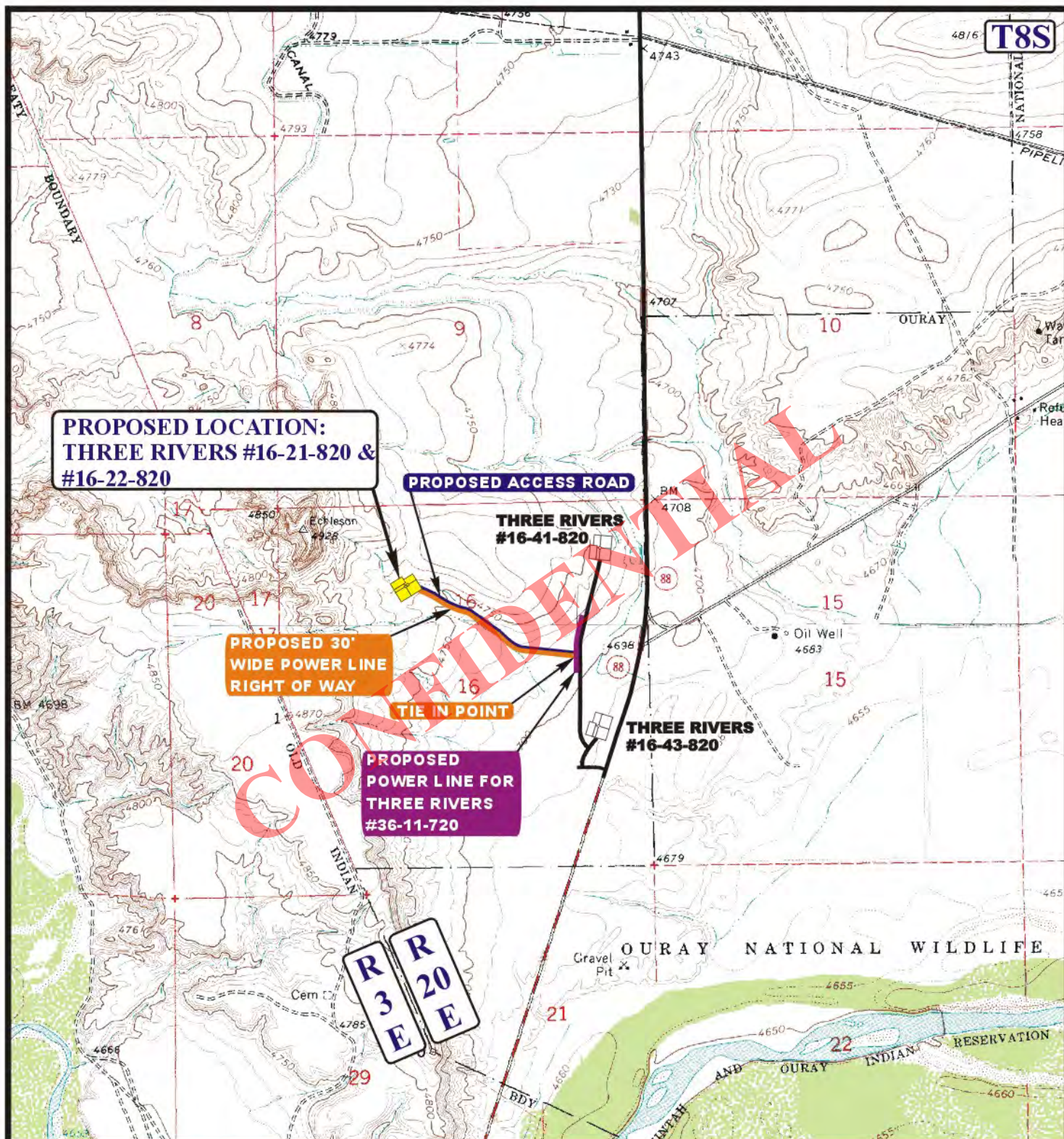
**08 03 12**  
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 00-00-00

**D  
TOPO**



**APPROXIMATE TOTAL POWER LINE DISTANCE = 2,507' +/-**

**LEGEND:**

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- EXISTING POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELLS)



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**AXIA ENERGY**

**THREE RIVERS #16-21-820 & #16-22-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**NE 1/4 NW 1/4**

**TOPOGRAPHIC  
MAP**

**08 03 12**  
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 00-00-00

**E  
TOPO**



|                   |                |                   |
|-------------------|----------------|-------------------|
| SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00 |
|-------------------|----------------|-------------------|

RECEIVED: September 27, 2012

## Planning Report

|                  |                             |                                     |                                      |
|------------------|-----------------------------|-------------------------------------|--------------------------------------|
| <b>Database:</b> | USA EDM 5000 Multi Users DB | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Company:</b>  | Axia Energy                 | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Project:</b>  | Uintah County, UT           | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site:</b>     | SEC 16-T8S-R20E             | <b>North Reference:</b>             | True                                 |
| <b>Well:</b>     | Three Rivers #16-22-820     | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Wellbore:</b> | DD                          |                                     |                                      |
| <b>Design:</b>   | Plan #1                     |                                     |                                      |

|                    |                           |                      |                |
|--------------------|---------------------------|----------------------|----------------|
| <b>Project</b>     | Uintah County, UT         |                      |                |
| <b>Map System:</b> | US State Plane 1983       | <b>System Datum:</b> | Mean Sea Level |
| <b>Geo Datum:</b>  | North American Datum 1983 |                      |                |
| <b>Map Zone:</b>   | Utah Northern Zone        |                      |                |

|                       |          |                 |                 |                   |             |
|-----------------------|----------|-----------------|-----------------|-------------------|-------------|
| Site                  |          | SEC 16-T8S-R20E |                 |                   |             |
| Site Position:        |          | Northing:       | 3,210,840.45 ft | Latitude:         | 40.126517   |
| From:                 | Lat/Long | Easting:        | 2,150,471.05 ft | Longitude:        | -109.676217 |
| Position Uncertainty: | 0.0 ft   | Slot Radius:    | 13.200 in       | Grid Convergence: | 1.20 °      |

|                      |                         |        |                     |                 |               |             |
|----------------------|-------------------------|--------|---------------------|-----------------|---------------|-------------|
| Well                 | Three Rivers #16-22-820 |        |                     |                 |               |             |
| Well Position        | +N/-S                   | 0.0 ft | Northing:           | 3,210,840.44 ft | Latitude:     | 40.126517   |
|                      | +E/-W                   | 0.0 ft | Easting:            | 2,150,471.05 ft | Longitude:    | -109.676217 |
| Position Uncertainty |                         | 0.0 ft | Wellhead Elevation: | ft              | Ground Level: | 4,764.0 ft  |

|                  |                   |                    |                        |                      |                            |
|------------------|-------------------|--------------------|------------------------|----------------------|----------------------------|
| <b>Wellbore</b>  | DD                |                    |                        |                      |                            |
| <b>Magnetics</b> | <b>Model Name</b> | <b>Sample Date</b> | <b>Declination (°)</b> | <b>Dip Angle (°)</b> | <b>Field Strength (nT)</b> |
|                  | IGRF2010          | 9/7/2012           | 11.01                  | 65.91                | 52,253                     |

|                          |                         |              |                      |                  |  |
|--------------------------|-------------------------|--------------|----------------------|------------------|--|
| <b>Design</b>            | Plan #1                 |              |                      |                  |  |
| <b>Audit Notes:</b>      |                         |              |                      |                  |  |
| <b>Version:</b>          | <b>Phase:</b>           | PLAN         | <b>Tie On Depth:</b> | 0.0              |  |
| <b>Vertical Section:</b> | <b>Depth From (TVD)</b> | <b>+N/-S</b> | <b>+E/-W</b>         | <b>Direction</b> |  |
|                          | (ft)                    | (ft)         | (ft)                 | (°)              |  |
|                          | 0.0                     | 0.0          | 0.0                  | 175.37           |  |

| <b>Plan Sections</b> |                 |             |                     |            |            |                       |                      |                     |         |                         |
|----------------------|-----------------|-------------|---------------------|------------|------------|-----------------------|----------------------|---------------------|---------|-------------------------|
| Measured Depth (ft)  | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) | TFO (°) | Target                  |
| 0.0                  | 0.00            | 0.00        | 0.0                 | 0.0        | 0.0        | 0.00                  | 0.00                 | 0.00                | 0.00    |                         |
| 1,000.0              | 0.00            | 0.00        | 1,000.0             | 0.0        | 0.0        | 0.00                  | 0.00                 | 0.00                | 0.00    |                         |
| 2,301.9              | 26.04           | 175.37      | 2,257.6             | -289.8     | 23.5       | 2.00                  | 2.00                 | 0.00                | 175.37  |                         |
| 2,841.6              | 26.04           | 175.37      | 2,742.4             | -525.9     | 42.6       | 0.00                  | 0.00                 | 0.00                | 0.00    |                         |
| 4,143.5              | 0.00            | 0.00        | 4,000.0             | -815.8     | 66.0       | 2.00                  | -2.00                | 0.00                | 180.00  |                         |
| 7,069.5              | 0.00            | 0.00        | 6,926.0             | -815.8     | 66.0       | 0.00                  | 0.00                 | 0.00                | 0.00    | Three Rivers #16-22-820 |

## Planning Report

|                  |                             |                                     |                                      |
|------------------|-----------------------------|-------------------------------------|--------------------------------------|
| <b>Database:</b> | USA EDM 5000 Multi Users DB | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Company:</b>  | Axia Energy                 | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Project:</b>  | Uintah County, UT           | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site:</b>     | SEC 16-T8S-R20E             | <b>North Reference:</b>             | True                                 |
| <b>Well:</b>     | Three Rivers #16-22-820     | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Wellbore:</b> | DD                          |                                     |                                      |
| <b>Design:</b>   | Plan #1                     |                                     |                                      |

## Planned Survey

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Comments / Formations |
|---------------------|-----------------|-------------|---------------------|------------|------------|-----------------------|-----------------------|----------------------|-----------------------|
| 0.0                 | 0.00            | 0.00        | 0.0                 | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 100.0               | 0.00            | 0.00        | 100.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 200.0               | 0.00            | 0.00        | 200.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 300.0               | 0.00            | 0.00        | 300.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 400.0               | 0.00            | 0.00        | 400.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 500.0               | 0.00            | 0.00        | 500.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 600.0               | 0.00            | 0.00        | 600.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 700.0               | 0.00            | 0.00        | 700.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 800.0               | 0.00            | 0.00        | 800.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 900.0               | 0.00            | 0.00        | 900.0               | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 |                       |
| 1,000.0             | 0.00            | 0.00        | 1,000.0             | 0.0        | 0.0        | 0.0                   | 0.00                  | 0.00                 | KOP @ 1000'           |
| 1,100.0             | 2.00            | 175.37      | 1,100.0             | -1.7       | 0.1        | 1.7                   | 2.00                  | 2.00                 |                       |
| 1,200.0             | 4.00            | 175.37      | 1,199.8             | -7.0       | 0.6        | 7.0                   | 2.00                  | 2.00                 |                       |
| 1,300.0             | 6.00            | 175.37      | 1,299.5             | -15.6      | 1.3        | 15.7                  | 2.00                  | 2.00                 |                       |
| 1,400.0             | 8.00            | 175.37      | 1,398.7             | -27.8      | 2.2        | 27.9                  | 2.00                  | 2.00                 |                       |
| 1,500.0             | 10.00           | 175.37      | 1,497.5             | -43.4      | 3.5        | 43.5                  | 2.00                  | 2.00                 |                       |
| 1,600.0             | 12.00           | 175.37      | 1,595.6             | -62.4      | 5.0        | 62.6                  | 2.00                  | 2.00                 |                       |
| 1,700.0             | 14.00           | 175.37      | 1,693.1             | -84.8      | 6.9        | 85.1                  | 2.00                  | 2.00                 |                       |
| 1,800.0             | 16.00           | 175.37      | 1,789.6             | -110.6     | 9.0        | 111.0                 | 2.00                  | 2.00                 |                       |
| 1,900.0             | 18.00           | 175.37      | 1,885.3             | -139.8     | 11.3       | 140.2                 | 2.00                  | 2.00                 |                       |
| 2,000.0             | 20.00           | 175.37      | 1,979.8             | -172.2     | 13.9       | 172.8                 | 2.00                  | 2.00                 |                       |
| 2,100.0             | 22.00           | 175.37      | 2,073.2             | -207.9     | 16.8       | 208.6                 | 2.00                  | 2.00                 |                       |
| 2,200.0             | 24.00           | 175.37      | 2,165.2             | -246.9     | 20.0       | 247.7                 | 2.00                  | 2.00                 |                       |
| 2,300.0             | 26.00           | 175.37      | 2,255.8             | -289.0     | 23.4       | 289.9                 | 2.00                  | 2.00                 |                       |
| 2,301.9             | 26.04           | 175.37      | 2,257.6             | -289.8     | 23.5       | 290.8                 | 2.00                  | 2.00                 | EOB; Inc=26°          |
| 2,400.0             | 26.04           | 175.37      | 2,345.7             | -332.7     | 26.9       | 333.8                 | 0.00                  | 0.00                 |                       |
| 2,500.0             | 26.04           | 175.37      | 2,435.5             | -376.5     | 30.5       | 377.7                 | 0.00                  | 0.00                 |                       |
| 2,600.0             | 26.04           | 175.37      | 2,525.4             | -420.3     | 34.0       | 421.6                 | 0.00                  | 0.00                 |                       |
| 2,605.1             | 26.04           | 175.37      | 2,530.0             | -422.5     | 34.2       | 423.9                 | 0.00                  | 0.00                 | Top Green River       |
| 2,700.0             | 26.04           | 175.37      | 2,615.2             | -464.0     | 37.5       | 465.5                 | 0.00                  | 0.00                 |                       |
| 2,800.0             | 26.04           | 175.37      | 2,705.1             | -507.8     | 41.1       | 509.4                 | 0.00                  | 0.00                 |                       |
| 2,841.6             | 26.04           | 175.37      | 2,742.4             | -525.9     | 42.6       | 527.7                 | 0.00                  | 0.00                 | Start Drop -2.00      |
| 2,900.0             | 24.87           | 175.37      | 2,795.2             | -551.0     | 44.6       | 552.8                 | 2.00                  | -2.00                |                       |
| 2,935.0             | 24.17           | 175.37      | 2,827.0             | -565.4     | 45.8       | 567.3                 | 2.00                  | -2.00                | Top Birds Nest        |
| 3,000.0             | 22.87           | 175.37      | 2,886.6             | -591.3     | 47.8       | 593.2                 | 2.00                  | -2.00                |                       |
| 3,100.0             | 20.87           | 175.37      | 2,979.4             | -628.4     | 50.9       | 630.5                 | 2.00                  | -2.00                |                       |
| 3,200.0             | 18.87           | 175.37      | 3,073.5             | -662.3     | 53.6       | 664.5                 | 2.00                  | -2.00                |                       |
| 3,300.0             | 16.87           | 175.37      | 3,168.7             | -692.9     | 56.1       | 695.2                 | 2.00                  | -2.00                |                       |
| 3,400.0             | 14.87           | 175.37      | 3,264.8             | -720.1     | 58.3       | 722.5                 | 2.00                  | -2.00                |                       |
| 3,443.5             | 14.00           | 175.37      | 3,307.0             | -731.0     | 59.1       | 733.4                 | 2.00                  | -2.00                | Base Birds Nest       |
| 3,500.0             | 12.87           | 175.37      | 3,361.9             | -744.0     | 60.2       | 746.5                 | 2.00                  | -2.00                |                       |
| 3,600.0             | 10.87           | 175.37      | 3,459.8             | -764.5     | 61.9       | 767.0                 | 2.00                  | -2.00                |                       |
| 3,700.0             | 8.87            | 175.37      | 3,558.3             | -781.6     | 63.2       | 784.2                 | 2.00                  | -2.00                |                       |
| 3,800.0             | 6.87            | 175.37      | 3,657.3             | -795.3     | 64.3       | 797.9                 | 2.00                  | -2.00                |                       |
| 3,900.0             | 4.87            | 175.37      | 3,756.8             | -805.5     | 65.2       | 808.1                 | 2.00                  | -2.00                |                       |
| 4,000.0             | 2.87            | 175.37      | 3,856.6             | -812.2     | 65.7       | 814.8                 | 2.00                  | -2.00                |                       |
| 4,100.0             | 0.87            | 175.37      | 3,956.5             | -815.4     | 66.0       | 818.1                 | 2.00                  | -2.00                |                       |
| 4,143.5             | 0.00            | 0.00        | 4,000.0             | -815.8     | 66.0       | 818.4                 | 2.00                  | -2.00                | EOD; Inc=0°           |
| 4,200.0             | 0.00            | 0.00        | 4,056.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |                       |
| 4,210.5             | 0.00            | 0.00        | 4,067.0             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 | Temperature 120       |
| 4,300.0             | 0.00            | 0.00        | 4,156.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |                       |
| 4,400.0             | 0.00            | 0.00        | 4,256.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |                       |

## Planning Report

|                  |                             |                                     |                                      |
|------------------|-----------------------------|-------------------------------------|--------------------------------------|
| <b>Database:</b> | USA EDM 5000 Multi Users DB | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Company:</b>  | Axia Energy                 | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Project:</b>  | Uintah County, UT           | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site:</b>     | SEC 16-T8S-R20E             | <b>North Reference:</b>             | True                                 |
| <b>Well:</b>     | Three Rivers #16-22-820     | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Wellbore:</b> | DD                          |                                     |                                      |
| <b>Design:</b>   | Plan #1                     |                                     |                                      |

| Planned Survey      |                 |             |                     |            |            |                       |                       |                      |   |
|---------------------|-----------------|-------------|---------------------|------------|------------|-----------------------|-----------------------|----------------------|---|
| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Comments / Formations                       |
| 4,500.0             | 0.00            | 0.00        | 4,356.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 4,585.5             | 0.00            | 0.00        | 4,442.0             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 | Garden Gulch                                |
| 4,600.0             | 0.00            | 0.00        | 4,456.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 4,700.0             | 0.00            | 0.00        | 4,556.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 4,800.0             | 0.00            | 0.00        | 4,656.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 4,900.0             | 0.00            | 0.00        | 4,756.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,000.0             | 0.00            | 0.00        | 4,856.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,100.0             | 0.00            | 0.00        | 4,956.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,200.0             | 0.00            | 0.00        | 5,056.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,300.0             | 0.00            | 0.00        | 5,156.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,400.0             | 0.00            | 0.00        | 5,256.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,500.0             | 0.00            | 0.00        | 5,356.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,600.0             | 0.00            | 0.00        | 5,456.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,700.0             | 0.00            | 0.00        | 5,556.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,800.0             | 0.00            | 0.00        | 5,656.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 5,900.0             | 0.00            | 0.00        | 5,756.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,000.0             | 0.00            | 0.00        | 5,856.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,100.0             | 0.00            | 0.00        | 5,956.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,200.0             | 0.00            | 0.00        | 6,056.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,300.0             | 0.00            | 0.00        | 6,156.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,400.0             | 0.00            | 0.00        | 6,256.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,419.5             | 0.00            | 0.00        | 6,276.0             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 | Top Uteland Butte                           |
| 6,500.0             | 0.00            | 0.00        | 6,356.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,569.5             | 0.00            | 0.00        | 6,426.0             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 | Top Wasatch                                 |
| 6,600.0             | 0.00            | 0.00        | 6,456.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,700.0             | 0.00            | 0.00        | 6,556.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,800.0             | 0.00            | 0.00        | 6,656.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 6,900.0             | 0.00            | 0.00        | 6,756.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 7,000.0             | 0.00            | 0.00        | 6,856.5             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 |   |
| 7,069.5             | 0.00            | 0.00        | 6,926.0             | -815.8     | 66.0       | 818.4                 | 0.00                  | 0.00                 | TD at 7069.5 - Three Rivers #16-22-820 PBHL |

| Targets   |               |              |          |            |            |               |              |           |             |
|---|---------------|--------------|----------|------------|------------|---------------|--------------|-----------|-------------|
| Target Name   | Dip Angle (°) | Dip Dir. (°) | TVD (ft) | +N/-S (ft) | +E/-W (ft) | Northing (ft) | Easting (ft) | Latitude  | Longitude   |
| Three Rivers #16-22-820<br>- hit/miss target<br>- Shape<br>- Circle (radius 50.0) | 0.00          | 0.00         | 6,926.0  | -815.8     | 66.0       | 3,210,026.23  | 2,150,554.17 | 40.124278 | -109.675981 |

## Planning Report

|                  |                             |                                     |                                      |
|------------------|-----------------------------|-------------------------------------|--------------------------------------|
| <b>Database:</b> | USA EDM 5000 Multi Users DB | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Company:</b>  | Axia Energy                 | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Project:</b>  | Uintah County, UT           | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site:</b>     | SEC 16-T8S-R20E             | <b>North Reference:</b>             | True                                 |
| <b>Well:</b>     | Three Rivers #16-22-820     | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Wellbore:</b> | DD                          |                                     |                                      |
| <b>Design:</b>   | Plan #1                     |                                     |                                      |

| Formations          |                     |                   |           |         |                   |  |
|---------------------|---------------------|-------------------|-----------|---------|-------------------|--|
| Measured Depth (ft) | Vertical Depth (ft) | Name              | Lithology | Dip (°) | Dip Direction (°) |  |
| 2,605.1             | 2,530.0             | Top Green River   |           |         |                   |  |
| 2,935.0             | 2,827.0             | Top Birds Nest    |           |         |                   |  |
| 3,443.5             | 3,307.0             | Base Birds Nest   |           |         |                   |  |
| 4,210.5             | 4,067.0             | Temperature 120   |           |         |                   |  |
| 4,585.5             | 4,442.0             | Garden Gulch      |           |         |                   |  |
| 6,419.5             | 6,276.0             | Top Uteland Butte |           |         |                   |  |
| 6,569.5             | 6,426.0             | Top Wasatch       |           |         |                   |  |

| Plan Annotations    |                     |                   |            |                  |  |
|---------------------|---------------------|-------------------|------------|------------------|--|
| Measured Depth (ft) | Vertical Depth (ft) | Local Coordinates |            |                  |  |
|                     |                     | +N/-S (ft)        | +E/-W (ft) | Comment          |  |
| 1,000.0             | 1,000.0             | 0.0               | 0.0        | KOP @ 1000'      |  |
| 2,301.9             | 2,257.6             | -289.8            | 23.5       | EOB; Inc=26°     |  |
| 2,841.6             | 2,742.4             | -525.9            | 42.6       | Start Drop -2.00 |  |
| 4,143.5             | 4,000.0             | -815.8            | 66.0       | EOD; Inc=0°      |  |
| 7,069.5             | 6,926.0             | -815.8            | 66.0       | TD at 7069.5     |  |

# **Axia Energy**

**Uintah County, UT**

**SEC 16-T8S-R20E**

**Three Rivers #16-22-820**

**DD**

**Plan #1**

## **Anticollision Report**

**07 September, 2012**

## Anticollision Report

|                           |                         |                                     |                                      |
|---------------------------|-------------------------|-------------------------------------|--------------------------------------|
| <b>Company:</b>           | Axia Energy             | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Project:</b>           | Uintah County, UT       | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Reference Site:</b>    | SEC 16-T8S-R20E         | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site Error:</b>        | 0.0ft                   | <b>North Reference:</b>             | True                                 |
| <b>Reference Well:</b>    | Three Rivers #16-22-820 | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Well Error:</b>        | 0.0ft                   | <b>Output errors are at</b>         | 2.00 sigma                           |
| <b>Reference Wellbore</b> | DD                      | <b>Database:</b>                    | USA EDM 5000 Multi Users DB          |
| <b>Reference Design:</b>  | Plan #1                 | <b>Offset TVD Reference:</b>        | Offset Datum                         |

| Reference                    | Plan #1   |                |                     |
|------------------------------|---|----------------|---------------------|
| Filter type:                 | GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference |                |                     |
| Interpolation Method:        | MD Interval 100.0ft   | Error Model:   | ISCWSA              |
| Depth Range:                 | Unlimited   | Scan Method:   | Closest Approach 3D |
| Results Limited by:          | Maximum center-center distance of 906.9ft                               | Error Surface: | Elliptical Conic    |
| Warning Levels Evaluated at: | 2.00 Sigma  |                |                     |

|                            |                |                          |                  |                    |
|----------------------------|----------------|--------------------------|------------------|--------------------|
| <b>Survey Tool Program</b> | <b>Date</b>    | 9/7/2012                 |                  |                    |
| <b>From (ft)</b>           | <b>To (ft)</b> | <b>Survey (Wellbore)</b> | <b>Tool Name</b> | <b>Description</b> |
| 0.0                        | 7,069.5        | Plan #1 (DD)             | MWD              | Geolink MWD        |

|  |                                      |                                   |                                      |                                       |                          |                |  |
|--|--------------------------------------|-----------------------------------|--------------------------------------|---------------------------------------|--------------------------|----------------|--|
| <b>Summary</b>                         |                                      |                                   |                                      |                                       |                          |                |  |
| <b>Site Name</b>                       | <b>Reference Measured Depth (ft)</b> | <b>Offset Measured Depth (ft)</b> | <b>Distance Between Centres (ft)</b> | <b>Distance Between Ellipses (ft)</b> | <b>Separation Factor</b> | <b>Warning</b> |  |
| Offset Well - Wellbore - Design        |                                      |                                   |                                      |                                       |                          |                |  |
| SEC 16-T8S-R20E                        |                                      |                                   |                                      |                                       |                          |                |  |
| Three Rivers #16-21-820 - DD - Plan #1 | 1,167.0                              | 1,167.1                           | 13.6                                 | 9.6                                   | 3.378                    | CC, ES, SF     |  |

## Anticollision Report

|                           |                         |                                     |                                      |
|---------------------------|-------------------------|-------------------------------------|--------------------------------------|
| <b>Company:</b>           | Axia Energy             | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Project:</b>           | Uintah County, UT       | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Reference Site:</b>    | SEC 16-T8S-R20E         | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site Error:</b>        | 0.0ft                   | <b>North Reference:</b>             | True                                 |
| <b>Reference Well:</b>    | Three Rivers #16-22-820 | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Well Error:</b>        | 0.0ft                   | <b>Output errors are at</b>         | 2.00 sigma                           |
| <b>Reference Wellbore</b> | DD                      | <b>Database:</b>                    | USA EDM 5000 Multi Users DB          |
| <b>Reference Design:</b>  | Plan #1                 | <b>Offset TVD Reference:</b>        | Offset Datum                         |

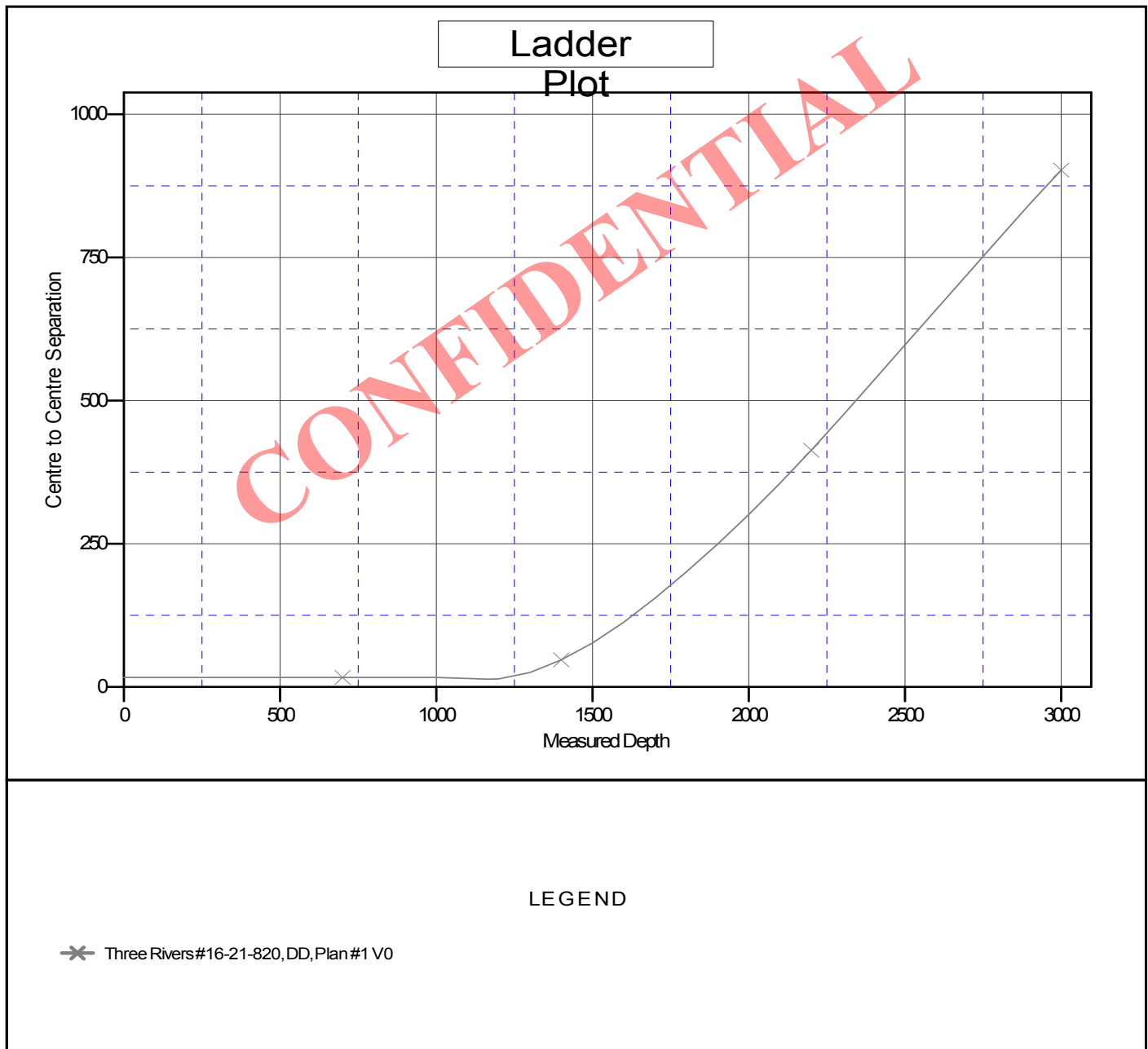
| Offset Design SEC 16-T8S-R20E - Three Rivers #16-21-820 - DD - Plan #1 |                     |                     |                     |                 |             |                       |                                   |            |                      |                       |                  |                  | Offset Site Error: | 0.0 ft |
|--|---------------------|---------------------|---------------------|-----------------|-------------|-----------------------|-----------------------------------|------------|----------------------|-----------------------|------------------|------------------|--------------------|--------|
| Survey Program: 0-MWD  |                     |                     |                     |                 |             |                       |                                   |            |                      |                       |                  |                  | Offset Well Error: | 0.0 ft |
| Reference  |                     | Offset              |                     | Semi Major Axis |             | Distance              |                                   | Total      |                      | Separation            |                  | Warning          |                    |        |
| Measured Depth (ft)  | Vertical Depth (ft) | Measured Depth (ft) | Vertical Depth (ft) | Reference (ft)  | Offset (ft) | Highside Toolface (°) | Offset Wellbore Centre +N/-S (ft) | +E/-W (ft) | Between Centres (ft) | Between Ellipses (ft) | Uncertainty Axis |                  |                    |        |
| 0.0  | 0.0                 | 0.0                 | 0.0                 | 0.0             | 0.0         | -123.09               | -9.1                              | -14.0      | 16.7                 |                       |                  |                  |                    |        |
| 100.0  | 100.0               | 100.0               | 100.0               | 0.1             | 0.1         | -123.09               | -9.1                              | -14.0      | 16.7                 | 16.4                  | 0.29             | 56.926           |                    |        |
| 200.0  | 200.0               | 200.0               | 200.0               | 0.3             | 0.3         | -123.09               | -9.1                              | -14.0      | 16.7                 | 16.0                  | 0.64             | 25.988           |                    |        |
| 300.0  | 300.0               | 300.0               | 300.0               | 0.5             | 0.5         | -123.09               | -9.1                              | -14.0      | 16.7                 | 15.7                  | 0.99             | 16.837           |                    |        |
| 400.0  | 400.0               | 400.0               | 400.0               | 0.7             | 0.7         | -123.09               | -9.1                              | -14.0      | 16.7                 | 15.4                  | 1.34             | 12.453           |                    |        |
| 500.0  | 500.0               | 500.0               | 500.0               | 0.8             | 0.8         | -123.09               | -9.1                              | -14.0      | 16.7                 | 15.0                  | 1.69             | 9.880            |                    |        |
| 600.0  | 600.0               | 600.0               | 600.0               | 1.0             | 1.0         | -123.09               | -9.1                              | -14.0      | 16.7                 | 14.7                  | 2.04             | 8.188            |                    |        |
| 700.0  | 700.0               | 700.0               | 700.0               | 1.2             | 1.2         | -123.09               | -9.1                              | -14.0      | 16.7                 | 14.3                  | 2.39             | 6.991            |                    |        |
| 800.0  | 800.0               | 800.0               | 800.0               | 1.4             | 1.4         | -123.09               | -9.1                              | -14.0      | 16.7                 | 14.0                  | 2.74             | 6.099            |                    |        |
| 900.0  | 900.0               | 900.0               | 900.0               | 1.5             | 1.5         | -123.09               | -9.1                              | -14.0      | 16.7                 | 13.6                  | 3.09             | 5.409            |                    |        |
| 1,000.0  | 1,000.0             | 1,000.0             | 1,000.0             | 1.7             | 1.7         | -123.09               | -9.1                              | -14.0      | 16.7                 | 13.3                  | 3.43             | 4.860            |                    |        |
| 1,100.0  | 1,100.0             | 1,100.3             | 1,100.3             | 1.9             | 1.9         | 72.50                 | -7.4                              | -13.7      | 15.0                 | 11.2                  | 3.79             | 3.950            |                    |        |
| 1,167.0  | 1,166.9             | 1,167.1             | 1,167.0             | 2.0             | 2.0         | 96.92                 | -4.3                              | -13.2      | 13.6                 | 9.6                   | 4.03             | 3.378 CC, ES, SF |                    |        |
| 1,200.0  | 1,199.8             | 1,199.8             | 1,199.7             | 2.1             | 2.1         | 113.89                | -2.2                              | -12.9      | 14.2                 | 10.1                  | 4.15             | 3.435            |                    |        |
| 1,300.0  | 1,299.5             | 1,298.0             | 1,297.4             | 2.3             | 2.3         | 153.93                | 6.2                               | -11.5      | 25.4                 | 20.9                  | 4.48             | 5.657            |                    |        |
| 1,400.0  | 1,398.7             | 1,394.0             | 1,392.8             | 2.5             | 2.5         | 169.64                | 17.6                              | -9.7       | 47.3                 | 42.5                  | 4.81             | 9.842            |                    |        |
| 1,500.0  | 1,497.5             | 1,487.4             | 1,485.0             | 2.7             | 2.7         | 176.21                | 31.7                              | -7.4       | 76.9                 | 71.8                  | 5.12             | 15.017           |                    |        |
| 1,600.0  | 1,595.6             | 1,577.5             | 1,573.6             | 3.0             | 3.0         | 179.55                | 48.2                              | -4.7       | 113.1                | 107.7                 | 5.43             | 20.852           |                    |        |
| 1,700.0  | 1,693.1             | 1,666.5             | 1,660.5             | 3.4             | 3.3         | -178.49               | 66.7                              | -1.7       | 155.2                | 149.5                 | 5.72             | 27.113           |                    |        |
| 1,800.0  | 1,789.6             | 1,755.4             | 1,747.4             | 3.8             | 3.6         | -177.34               | 85.5                              | 1.3        | 200.8                | 194.7                 | 6.02             | 33.371           |                    |        |
| 1,900.0  | 1,885.3             | 1,842.7             | 1,832.7             | 4.3             | 3.9         | -176.63               | 104.0                             | 4.3        | 249.4                | 243.1                 | 6.30             | 39.598           |                    |        |
| 2,000.0  | 1,979.8             | 1,928.3             | 1,916.3             | 4.8             | 4.2         | -176.16               | 122.1                             | 7.2        | 301.1                | 294.6                 | 6.57             | 45.812           |                    |        |
| 2,100.0  | 2,073.2             | 2,012.0             | 1,998.1             | 5.4             | 4.5         | -175.84               | 139.8                             | 10.1       | 355.8                | 348.9                 | 6.84             | 52.030           |                    |        |
| 2,200.0  | 2,165.2             | 2,093.8             | 2,078.0             | 6.0             | 4.8         | -175.61               | 157.1                             | 12.9       | 413.3                | 406.2                 | 7.09             | 58.269           |                    |        |
| 2,300.0  | 2,255.8             | 2,173.5             | 2,155.9             | 6.7             | 5.1         | -175.44               | 174.0                             | 15.6       | 473.7                | 466.3                 | 7.34             | 64.541           |                    |        |
| 2,400.0  | 2,345.7             | 2,252.2             | 2,232.7             | 7.5             | 5.4         | -175.42               | 190.6                             | 18.3       | 535.5                | 527.8                 | 7.65             | 69.990           |                    |        |
| 2,500.0  | 2,435.5             | 2,330.8             | 2,309.5             | 8.2             | 5.7         | -175.40               | 207.2                             | 21.0       | 597.3                | 589.3                 | 7.96             | 74.999           |                    |        |
| 2,600.0  | 2,525.4             | 2,409.4             | 2,386.3             | 9.0             | 6.0         | -175.39               | 223.9                             | 23.7       | 659.0                | 650.8                 | 8.28             | 79.629           |                    |        |
| 2,700.0  | 2,615.2             | 2,488.1             | 2,463.1             | 9.7             | 6.3         | -175.37               | 240.5                             | 26.4       | 720.8                | 712.2                 | 8.59             | 83.919           |                    |        |
| 2,800.0  | 2,705.1             | 2,566.7             | 2,539.9             | 10.5            | 6.6         | -175.36               | 257.1                             | 29.1       | 782.6                | 773.7                 | 8.90             | 87.907           |                    |        |
| 2,900.0  | 2,795.2             | 2,645.7             | 2,617.0             | 11.2            | 6.9         | -175.42               | 273.8                             | 31.8       | 843.9                | 834.7                 | 9.26             | 91.104           |                    |        |
| 3,000.0  | 2,886.6             | 2,726.6             | 2,696.0             | 11.9            | 7.2         | -175.51               | 290.9                             | 34.6       | 902.7                | 893.0                 | 9.66             | 93.477           |                    |        |

## Anticollision Report

|                           |                         |                                     |                                      |
|---------------------------|-------------------------|-------------------------------------|--------------------------------------|
| <b>Company:</b>           | Axia Energy             | <b>Local Co-ordinate Reference:</b> | Well Three Rivers #16-22-820         |
| <b>Project:</b>           | Uintah County, UT       | <b>TVD Reference:</b>               | WELL @ 4780.0ft (Original Well Elev) |
| <b>Reference Site:</b>    | SEC 16-T8S-R20E         | <b>MD Reference:</b>                | WELL @ 4780.0ft (Original Well Elev) |
| <b>Site Error:</b>        | 0.0ft                   | <b>North Reference:</b>             | True                                 |
| <b>Reference Well:</b>    | Three Rivers #16-22-820 | <b>Survey Calculation Method:</b>   | Minimum Curvature                    |
| <b>Well Error:</b>        | 0.0ft                   | <b>Output errors are at</b>         | 2.00 sigma                           |
| <b>Reference Wellbore</b> | DD                      | <b>Database:</b>                    | USA EDM 5000 Multi Users DB          |
| <b>Reference Design:</b>  | Plan #1                 | <b>Offset TVD Reference:</b>        | Offset Datum                         |

Reference Depths are relative to WELL @ 4780.0ft (Original Well Elev)  
Offset Depths are relative to Offset Datum  
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #16-22-820  
Coordinate System is US State Plane 1983, Utah Northern Zone  
Grid Convergence at Surface is: 1.20°



# BOP Equipment

3000psi WP

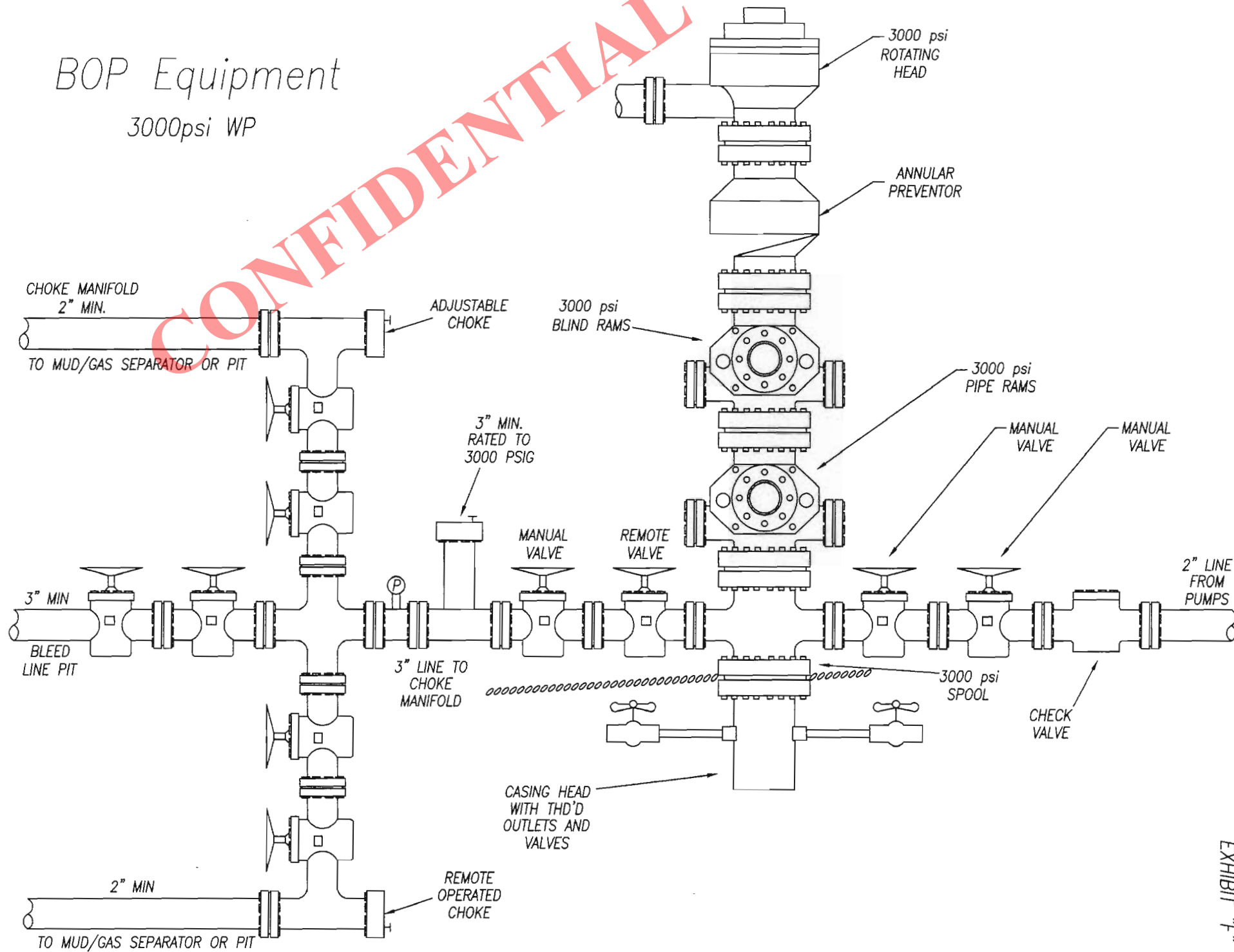


EXHIBIT "F"



2580 Creekview Road  
Moab, Utah 84532  
435/719-2018

September 26, 2012

Mrs. Diana Mason  
State of Utah  
Division of Oil Gas and Mining  
P.O. Box 145801  
Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill – Axia Energy, LLC – **Three Rivers 16-22-820**

*Surface Location:* 1162' FNL & 1912' FWL, NE/4 NW/4, Section 16, T8S, R20E,

*Target Location:* 1980' FNL & 1980' FWL, SE/4 NW/4, Section 16, T8S, R20E,  
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton  
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: September 27, 2012

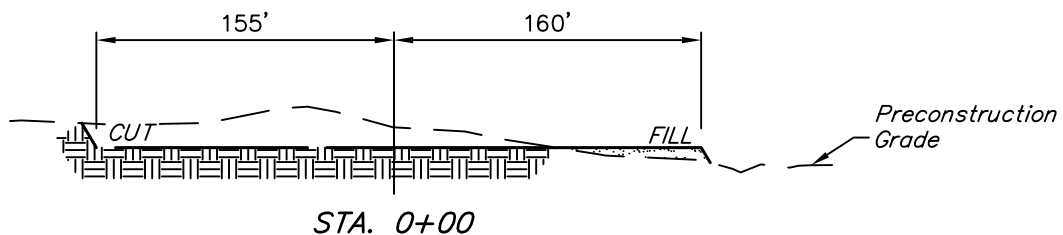
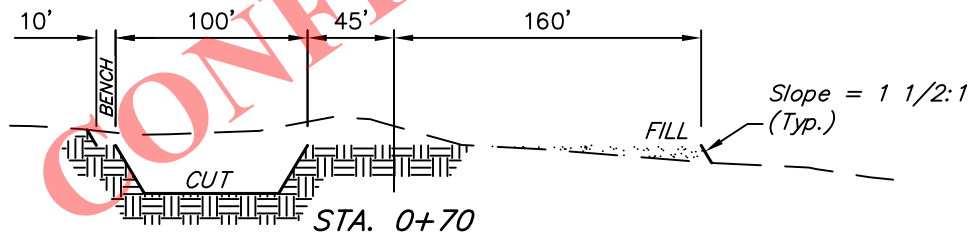
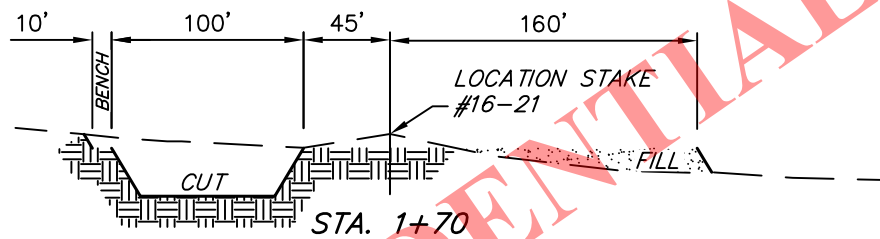
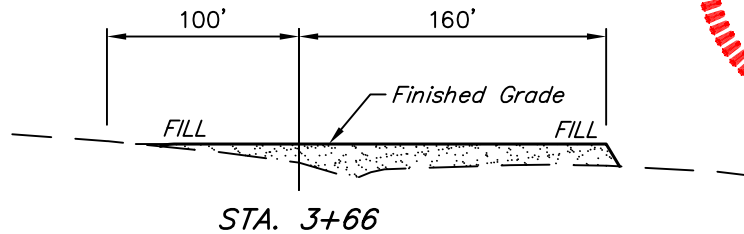
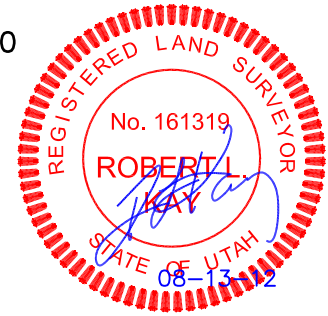
RECEIVED: DECEMBER 27, 2012

**AXIA ENERGY****TYPICAL CROSS SECTIONS FOR****THREE RIVERS #16-21-820 & #16-22-820****SECTION 16, T8S, R20E, S.L.B.&M.****NE 1/4 NW 1/4****FIGURE #2**

1" = 40'  
 X-Section  
 Scale  
 1" = 100'

DATE: 08-08-12

DRAWN BY: K.O.

**NOTE:**

Topsoil should not be  
 Stripped Below Finished  
 Grade on Substructure Area.

**APPROXIMATE ACREAGES**

WELL SITE DISTURBANCE = ± 3.798 ACRES  
 ACCESS ROAD DISTURBANCE = ± 1.741 ACRES  
 PIPELINE DISTURBANCE = ± 1.740 ACRES  
 TOTAL = ± 7.279 ACRES

\* NOTE:  
 FILL QUANTITY INCLUDES  
 5% FOR COMPACTION

**APPROXIMATE YARDAGES**

(6") Topsoil Stripping = 2,130 Cu. Yds.  
 Remaining Location = 9,700 Cu. Yds.  
 TOTAL CUT = 11,830 CU. YDS.  
 FILL = 6,850 CU. YDS.

EXCESS MATERIAL = 4,980 Cu. Yds.  
 Topsoil & Pit Backfill = 4,980 Cu. Yds.  
 (1/2 Pit Vol.)  
 EXCESS UNBALANCE = 0 Cu. Yds.  
 (After Interim Rehabilitation)

**UINTAH ENGINEERING & LAND SURVEYING**  
 85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

RECEIVED: September 27, 2012

## AXIA ENERGY

## TYPICAL RIG LAYOUT FOR

THREE RIVERS #16-21-820 &amp; #16-22-820

SECTION 16, T8S, R20E, S.L.B.&amp;M.

NE 1/4 NW 1/4

FIGURE #3

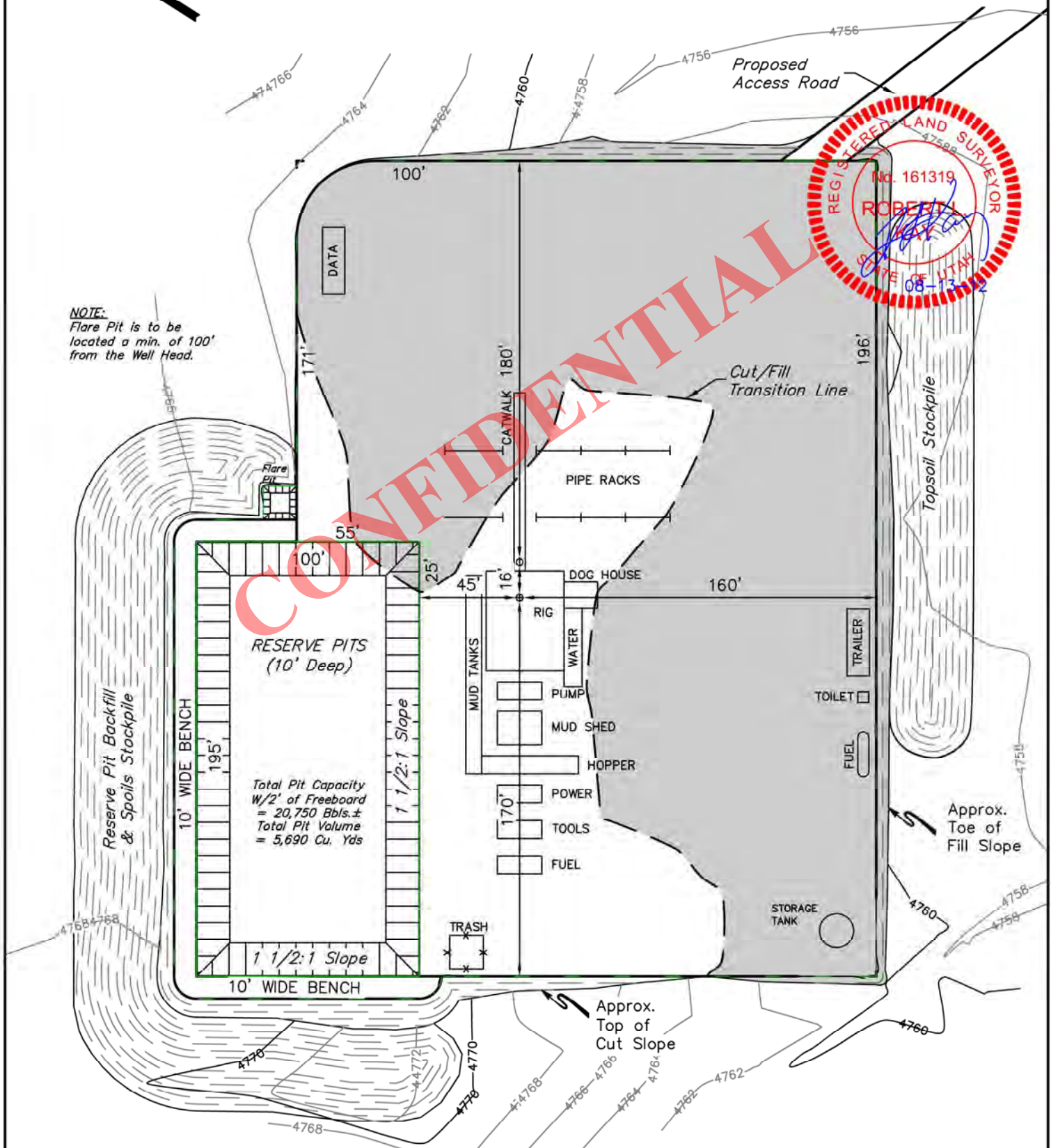
SCALE: 1" = 60'

DATE: 08-08-12

DRAWN BY: K.O.



**NOTE:**  
Flare Pit is to be  
located a min. of 100'  
from the Well Head.



**AXIA ENERGY**

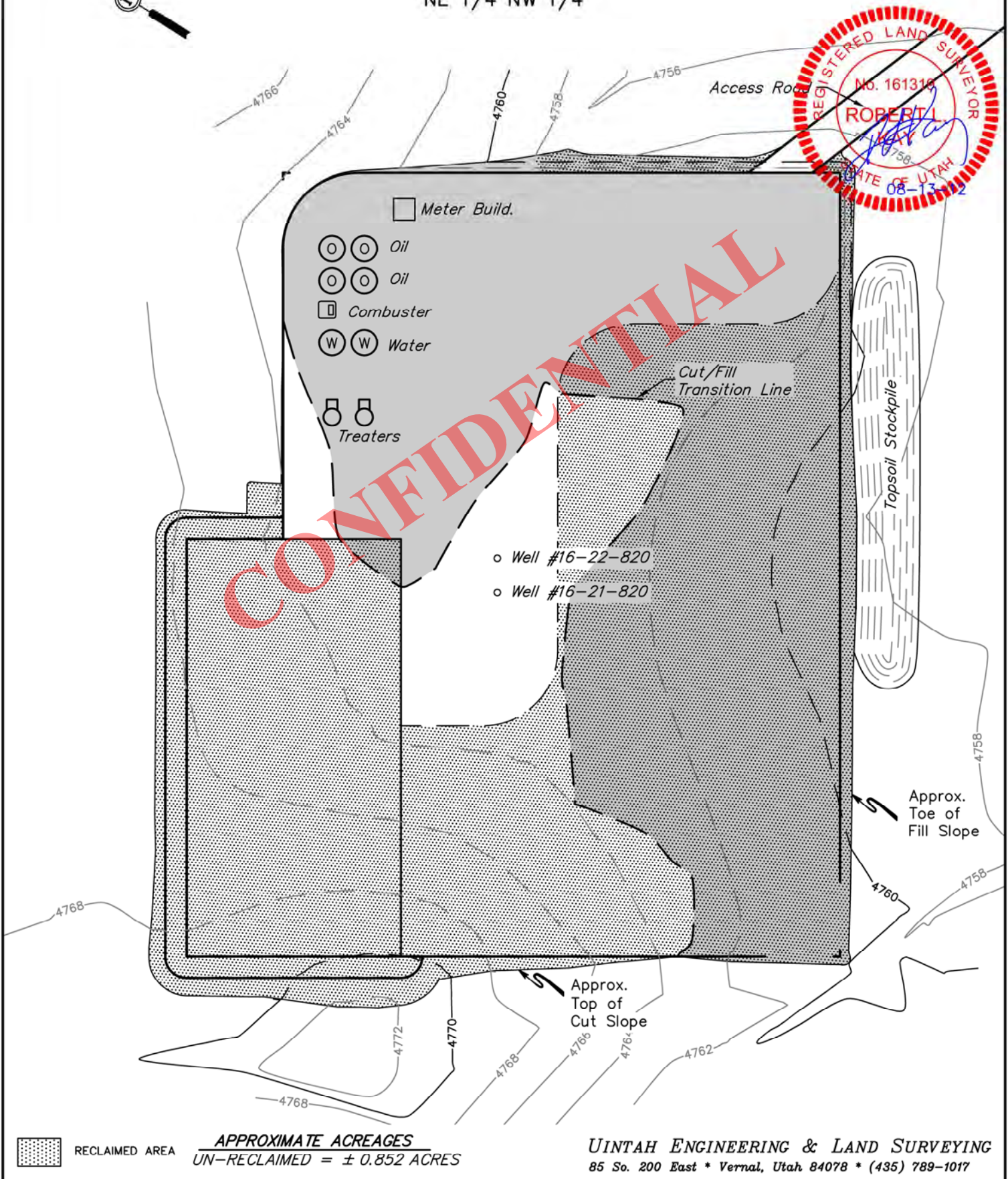
**INTERIM RECLAMATION PLAN FOR**  
**THREE RIVERS #16-21-820 & #16-22-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**NE 1/4 NW 1/4**

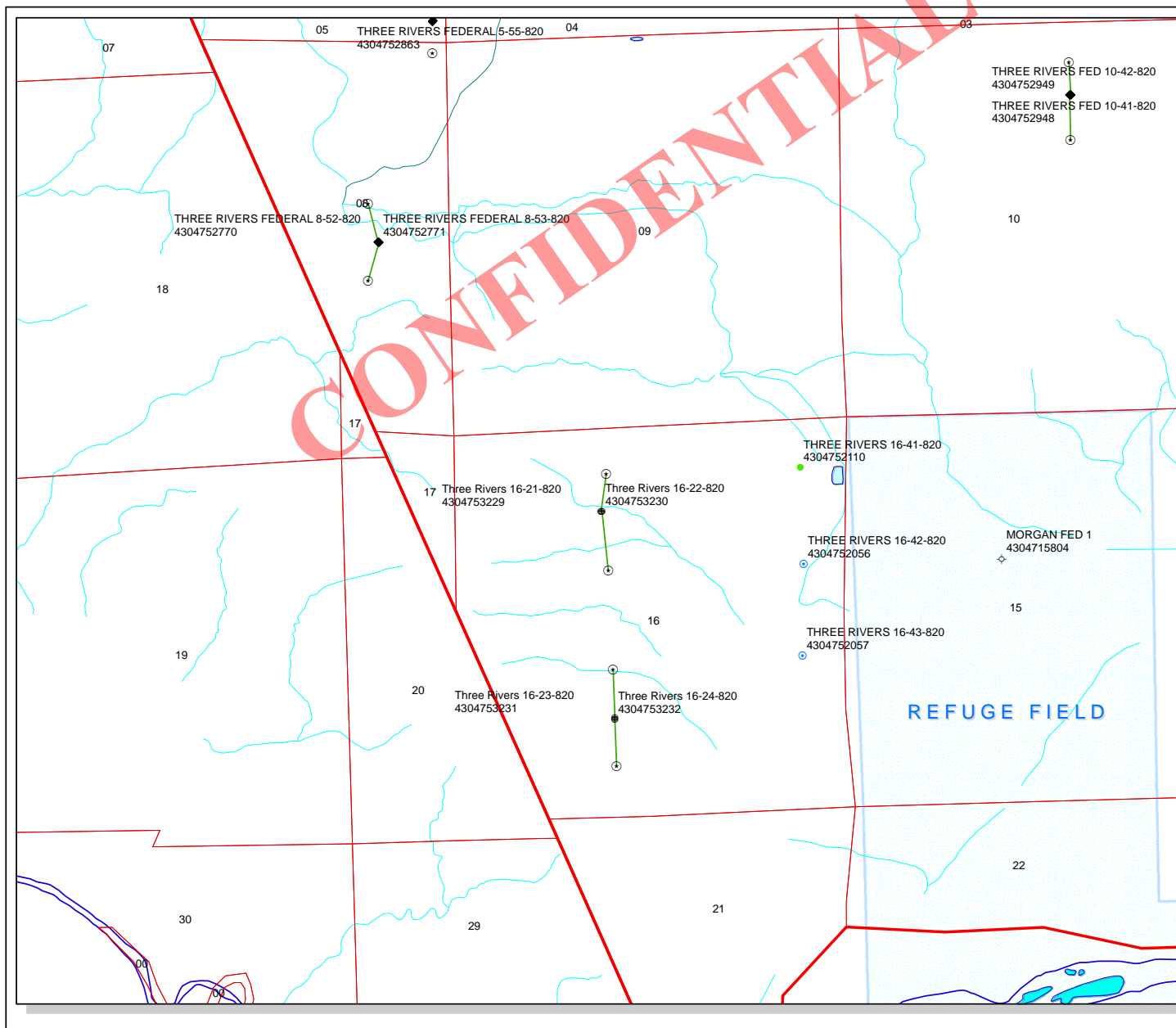
**FIGURE #4**

SCALE: 1" = 60'

DATE: 08-08-12

DRAWN BY: K.O.

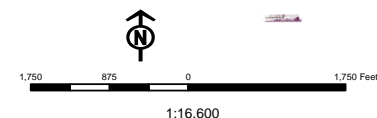
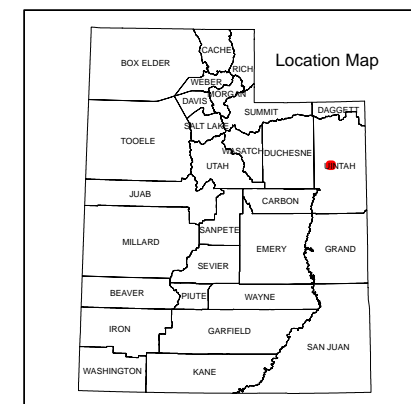




**API Number: 4304753230**  
**Well Name: Three Rivers 16-22-820**  
**Township T08.0S Range R20.0E Section 16**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

| Units         | Wells Query                        |
|---------------|------------------------------------|
| <b>STATUS</b> | <b>Status</b>                      |
| ACTIVE        | APD - Approved Permit              |
| EXPLORATORY   | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE   | GIW - Gas Injection                |
| NF PP OIL     | GS - Gas Storage                   |
| NF SECONDARY  | LOC - New Location                 |
| PI OIL        | OPS - Operation Suspended          |
| PP GAS        | PA - Plugged Abandoned             |
| PP GEOTHERM   | PGW - Producing Gas Well           |
| PP OIL        | POW - Producing Oil Well           |
| SECONDARY     | SGW - Shut-in Gas Well             |
| TERMINATED    | SOW - Shut-in Oil Well             |
| <b>Fields</b> | TA - Temp. Abandoned               |
| Unknown       | TW - Test Well                     |
| ABANDONED     | WDW - Water Disposal               |
| ACTIVE        | WWI - Water Injection Well         |
| COMBINED      | WSW - Water Supply Well            |
| INACTIVE      | Bottom Hole Location - Oil/Gas/Dib |
| STORAGE       |                                    |
| TERMINATED    |                                    |



**From:** Jeff Conley  
**To:** Hill, Brad; Mason, Diana; rsatre@axiaenergy.com; starpoint@etv.net  
**CC:** Davis, Jim; Garrison, LaVonne  
**Date:** 10/30/2012 7:49 AM  
**Subject:** Axia-Three Rivers Approvals

Hello,

The following wells have been approved for arch and approved for paleo under the following conditions:

Both pads require paleo spot checking during any ground disturbing/construction activities.

(4304753231) Three Rivers 16-23-820  
(4304753232) Three Rivers 16-24-820  
(4304753229) Three Rivers 16-21-820  
(4304753230) Three Rivers 16-22-820

Thank you,

Jeff Conley  
SITLA Resource Specialist  
(801)-538-5157  
jconley@utah.gov

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|  |   |       |  |  |
|--|---|-------|--|--|
| Well Name                                | AXIA ENERGY LLC Three Rivers 16-22-820 43047532300000 |       |  |  |
| String                                   | Surf  | Prod  |  |  |
| Casing Size(in)                          | 8.625   | 5.500 |  |  |
| Setting Depth (TVD)                      | 1000  | 6926  |  |  |
| Previous Shoe Setting Depth (TVD)        | 0   | 1000  |  |  |
| Max Mud Weight (ppg)                     | 8.7   | 9.2   |  |  |
| BOPE Proposed (psi)                      | 1000  | 3000  |  |  |
| Casing Internal Yield (psi)              | 3930  | 5320  |  |  |
| Operators Max Anticipated Pressure (psi) | 2999  | 8.3   |  |  |

|   |  |       |   |                             |
|---|--|-------|---|-----------------------------|
| Calculations                                  | Surf String  | 8.625 | "   |                             |
| Max BHP (psi)                                 | .052*Setting Depth*MW=                             | 452   |   |                             |
|   |  |       | BOPE Adequate For Drilling And Setting Casing at Depth? |                             |
| MASP (Gas) (psi)                              | Max BHP-(0.12*Setting Depth)=                      | 332   | YES   | diverter with rotating head |
| MASP (Gas/Mud) (psi)                          | Max BHP-(0.22*Setting Depth)=                      | 232   | YES   | OK                          |
|   |  |       | *Can Full Expected Pressure Be Held At Previous Shoe?   |                             |
| Pressure At Previous Shoe                     | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | 232   | NO  | OK                          |
| Required Casing/BOPE Test Pressure=           |  | 1000  | psi   |                             |
| *Max Pressure Allowed @ Previous Casing Shoe= |  | 0     | psi *Assumes 1psi/ft frac gradient                      |                             |

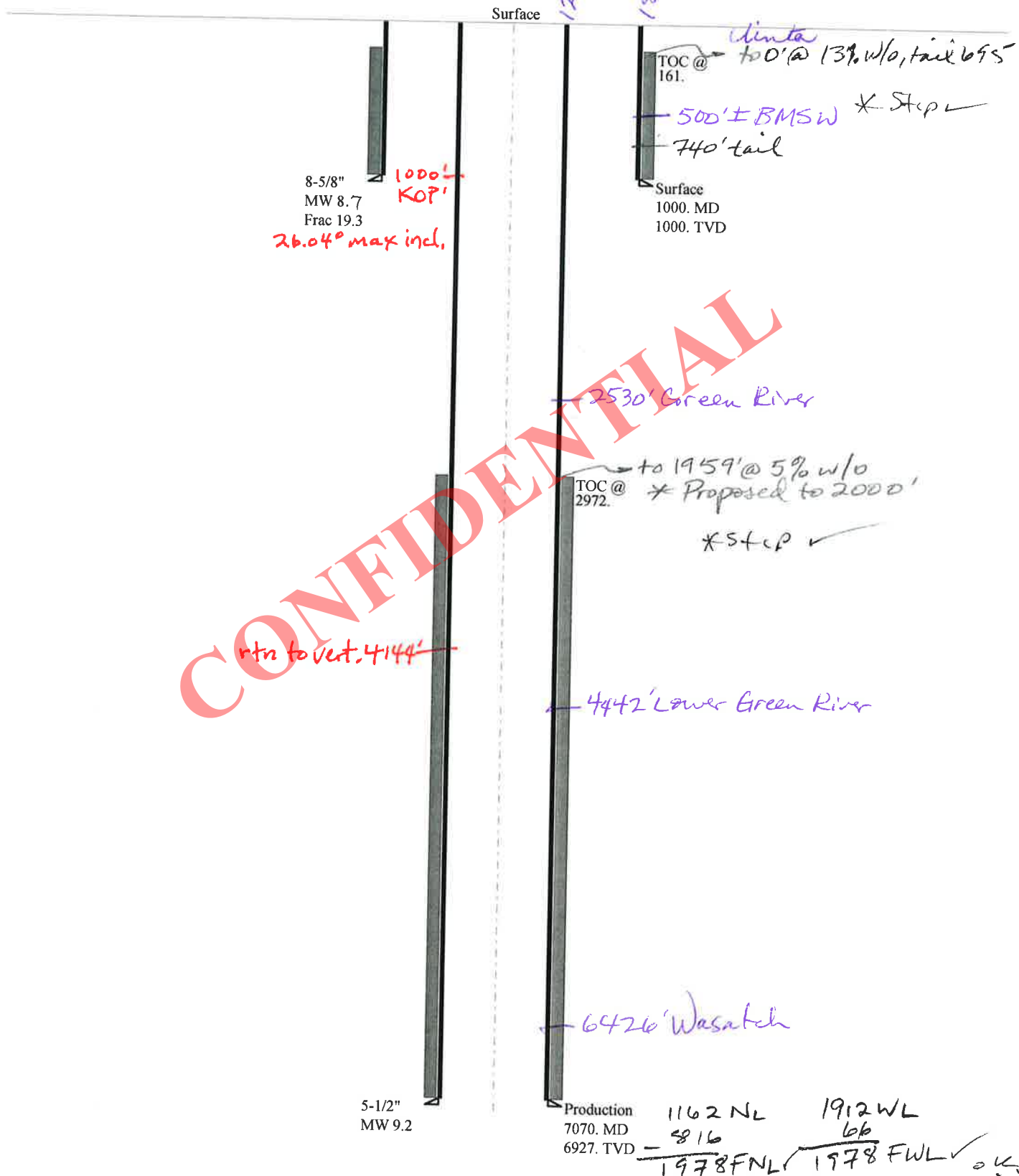
|   |  |       |   |    |
|---|--|-------|---|----|
| Calculations                                  | Prod String  | 5.500 | "   |    |
| Max BHP (psi)                                 | .052*Setting Depth*MW=                             | 3343  |   |    |
|   |  |       | BOPE Adequate For Drilling And Setting Casing at Depth? |    |
| MASP (Gas) (psi)                              | Max BHP-(0.12*Setting Depth)=                      | 2482  | YES   |    |
| MASP (Gas/Mud) (psi)                          | Max BHP-(0.22*Setting Depth)=                      | 1789  | YES   | OK |
|   |  |       | *Can Full Expected Pressure Be Held At Previous Shoe?   |    |
| Pressure At Previous Shoe                     | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | 2009  | NO  | OK |
| Required Casing/BOPE Test Pressure=           |  | 3000  | psi   |    |
| *Max Pressure Allowed @ Previous Casing Shoe= |  | 1000  | psi *Assumes 1psi/ft frac gradient                      |    |

|   |  |  |   |  |
|---|--|--|---|--|
| Calculations                                  | String   |  | "   |  |
| Max BHP (psi)                                 | .052*Setting Depth*MW=                             |  |   |  |
|   |  |  | BOPE Adequate For Drilling And Setting Casing at Depth? |  |
| MASP (Gas) (psi)                              | Max BHP-(0.12*Setting Depth)=                      |  | NO  |  |
| MASP (Gas/Mud) (psi)                          | Max BHP-(0.22*Setting Depth)=                      |  | NO  |  |
|   |  |  | *Can Full Expected Pressure Be Held At Previous Shoe?   |  |
| Pressure At Previous Shoe                     | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= |  | NO  |  |
| Required Casing/BOPE Test Pressure=           |  |  | psi   |  |
| *Max Pressure Allowed @ Previous Casing Shoe= |  |  | psi *Assumes 1psi/ft frac gradient                      |  |

|   |  |  |   |  |
|---|--|--|---|--|
| Calculations                                  | String   |  | "   |  |
| Max BHP (psi)                                 | .052*Setting Depth*MW=                             |  |   |  |
|   |  |  | BOPE Adequate For Drilling And Setting Casing at Depth? |  |
| MASP (Gas) (psi)                              | Max BHP-(0.12*Setting Depth)=                      |  | NO  |  |
| MASP (Gas/Mud) (psi)                          | Max BHP-(0.22*Setting Depth)=                      |  | NO  |  |
|   |  |  | *Can Full Expected Pressure Be Held At Previous Shoe?   |  |
| Pressure At Previous Shoe                     | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= |  | NO  |  |
| Required Casing/BOPE Test Pressure=           |  |  | psi   |  |
| *Max Pressure Allowed @ Previous Casing Shoe= |  |  | psi *Assumes 1psi/ft frac gradient                      |  |

# 43047532300000 Three Rivers 16-22-820

## Casing Schematic



CONFIDENTIAL

|              |  |              |
|--------------|--|--------------|
| Well name:   | <b>43047532300000 Three Rivers 16-22-820</b> |              |
| Operator:    | <b>AXIA ENERGY LLC</b>                       | Project ID:  |
| String type: | Surface                                      | 43-047-53230 |
| Location:    | UINTAH COUNTY                                |              |

**Design parameters:****Collapse**

Mud weight: 8.700 ppg  
Design is based on evacuated pipe.

**Minimum design factors:****Collapse:**

Design factor 1.125

**Environment:**

H2S considered? No  
Surface temperature: 74 °F  
Bottom hole temperature: 88 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 100 ft

**Burst:**

Design factor 1.00

Cement top: 161 ft

**Burst**

Max anticipated surface pressure: 880 psi  
Internal gradient: 0.120 psi/ft  
Calculated BHP 1,000 psi

No backup mud specified.

**Tension:**

8 Round STC: 1.80 (J)  
8 Round LTC: 1.70 (J)  
Buttress: 1.60 (J)  
Premium: 1.50 (J)  
Body yield: 1.50 (B)

**Non-directional string.****Re subsequent strings:**

Next setting depth: 6,927 ft  
Next mud weight: 9.200 ppg  
Next setting BHP: 3,310 psi  
Fracture mud wt: 19.250 ppg  
Fracture depth: 1,000 ft  
Injection pressure: 1,000 psi

Tension is based on air weight.  
Neutral point: 871 ft

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Est. Cost (\$) |
|---------|---------------------|-----------|-------------------------|-------|------------|----------------------|---------------------|---------------------|----------------|
| 1       | 1000                | 8.625     | 32.00                   | J-55  | LT&C       | 1000                 | 1000                | 7.875               | 8058           |

| Run Seq | Collapse Load (psi) | Collapse Strength (psi) | Collapse Design Factor | Burst Load (psi) | Burst Strength (psi) | Burst Design Factor | Tension Load (kips) | Tension Strength (kips) | Tension Design Factor |
|---------|---------------------|-------------------------|------------------------|------------------|----------------------|---------------------|---------------------|-------------------------|-----------------------|
| 1       | 452                 | 2530                    | 5.599                  | 1000             | 3930                 | 3.93                | 32                  | 417                     | 13.03 J               |

Prepared by: Helen Sadik-Macdonald  
Div of Oil, Gas & Mining

Phone: 801 538-5357  
FAX: 801-359-3940

Date: November 7, 2012  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

|              |  |             |              |
|--------------|--|-------------|--------------|
| Well name:   | <b>43047532300000 Three Rivers 16-22-820</b> |             |              |
| Operator:    | <b>AXIA ENERGY LLC</b>                       |             |              |
| String type: | Production                                   | Project ID: | 43-047-53230 |
| Location:    | UINTAH COUNTY                                |             |              |

**Design parameters:****Collapse**

Mud weight: 9.200 ppg  
Design is based on evacuated pipe.

**Minimum design factors:****Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Environment:**

H2S considered? No  
Surface temperature: 74 °F  
Bottom hole temperature: 171 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 1,000 ft

Cement top: 2,972 ft

**Burst**

Max anticipated surface pressure: 1,787 psi  
Internal gradient: 0.220 psi/ft  
Calculated BHP 3,310 psi

No backup mud specified.

**Tension:**

8 Round STC: 1.80 (J)  
8 Round LTC: 1.80 (J)  
Buttress: 1.60 (J)  
Premium: 1.50 (J)  
Body yield: 1.60 (B)

Tension is based on air weight.  
Neutral point: 6,104 ft

**Directional Info - Build & Drop**

Kick-off point 1000 ft  
Departure at shoe: 818 ft  
Maximum dogleg: 2 °/100ft  
Inclination at shoe: 0 °

| Run Seq | Segment Length (ft) | Size (in)               | Nominal Weight (lbs/ft) | Grade            | End Finish           | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in)     | Est. Cost (\$)        |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-----------------------|
| 1       | 7070                | 5.5                     | 17.00                   | J-55             | LT&C                 | 6927                 | 7070                | 4.767                   | 27391                 |
| Run Seq | Collapse Load (psi) | Collapse Strength (psi) | Collapse Design Factor  | Burst Load (psi) | Burst Strength (psi) | Burst Design Factor  | Tension Load (kips) | Tension Strength (kips) | Tension Design Factor |
| 1       | 3310                | 4910                    | 1.483                   | 3310             | 5320                 | 1.61                 | 117.8               | 247                     | 2.10 J                |

Prepared by: Helen Sadik-Macdonald  
Div of Oil, Gas & Mining

Phone: 801 538-5357  
FAX: 801-359-3940

Date: November 7, 2012  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 6927 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

*Engineering responsibility for use of this design will be that of the purchaser.*

# **ON-SITE PREDRILL EVALUATION**

## **Utah Division of Oil, Gas and Mining**

**Operator** AXIA ENERGY LLC  
**Well Name** Three Rivers 16-22-820  
**API Number** 43047532300000 **APD No** 6922 **Field/Unit** UNDESIGNATED  
**Location: 1/4,1/4 NENW Sec 16 Tw 8.0S Rng 20.0E 1162 FNL 1912 FWL**  
**GPS Coord (UTM)** 612787 4442640 **Surface Owner**

### **Participants**

Don Hamilton and Jim Burns (permit contractors), Cody Rich (surveyor), John Busch (Axia representative), Ben Williams (DWR), Jim Davis (SITLA)

### **Regional/Local Setting & Topography**

This proposed location lays approximately 4 miles south of Pelican Lake and about 2/3 mile west of Highway 88. The location sits on a small east west swell. Drainage is to the south east toward the Green River approximately 2 miles away.

### **Surface Use Plan**

**Current Surface Use**  
Wildlife Habitat

| <b>New Road Miles</b> | <b>Well Pad</b>             | <b>Src Const Material</b> | <b>Surface Formation</b> |
|-----------------------|-----------------------------|---------------------------|--------------------------|
| 0.48                  | <b>Width 260 Length 350</b> | Offsite                   | UNTA                     |

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### **Environmental Parameters**

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Prickly pear, rabbit brush, grease wood

Pronghorn habitat

#### **Soil Type and Characteristics**

gravely sandy clay loam

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diversion Required?** Y

Small drainage to be diverted around north side

**Berm Required?** N

**Erosion Sedimentation Control Required? N**

**Paleo Survey Run? Y    Paleo Potential Observed? Y    Cultural Survey Run? Y    Cultural Resources? N**

**Reserve Pit**

**Site-Specific Factors**

**Site Ranking**

**Distance to Groundwater (feet)  
Distance to Surface Water (feet)  
Dist. Nearest Municipal Well (ft)  
Distance to Other Wells (feet)**

**Native Soil Type**

**Fluid Type**

**Drill Cuttings**

**Annual Precipitation (inches)**

**Affected Populations**

**Presence Nearby Utility Conduits**

**Final Score**

**Sensitivity Level**

**Characteristics / Requirements**

The reserve pit is proposed in a cut stable location. According to Axia representative John Busch a 20 mil liner will be used as standard procedure for this and all other Axia reserve pits. This liner will be adequate for this site. The pit dimensions are 195' x 100' x 10' deep.

**Closed Loop Mud Required? N    Liner Required? Y    Liner Thickness 20    Pit Underlayment Required? Y**

**Other Observations / Comments**

Spot check for paleo was requested during construction.

This is a 2 well pad to be shared with the 43-047-53230

**Richard Powell  
Evaluator**

**10/16/2012  
Date / Time**

# Application for Permit to Drill Statement of Basis Utah Division of Oil, Gas and Mining

|                  |  |               |                          |                   |            |
|------------------|--|---------------|--------------------------|-------------------|------------|
| <b>APD No</b>    | <b>API WellNo</b>  | <b>Status</b> | <b>Well Type</b>         | <b>Surf Owner</b> | <b>CBM</b> |
| 6922             | 43047532300000   | SITLA         | OW                       | S                 | No         |
| <b>Operator</b>  | AXIA ENERGY LLC  |               | <b>Surface Owner-APD</b> |                   |            |
| <b>Well Name</b> | Three Rivers 16-22-820   |               | <b>Unit</b>              |                   |            |
| <b>Field</b>     | UNDESIGNATED   |               | <b>Type of Work</b>      | DRILL             |            |
| <b>Location</b>  | NENW 16 8S 20E S 1162 FNL 1912 FWL GPS Coord<br>(UTM) 612817E 4442644N |               |                          |                   |            |

## Geologic Statement of Basis

Axia proposes to set 1,000 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 500 feet. A search of Division of Water Rights records shows no water wells within a 10,000 foot radius of the center of Section 16. The surface formation at this site is the Uinta Formation and alluvium derived from the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed casing and cement should adequately protect ground water in this area.

Brad Hill  
**APD Evaluator**

11/6/2012  
**Date / Time**

## Surface Statement of Basis

This proposed pad is on state surface with state minerals. Surface owner representative Jim Davis attended the onsite but stated no concerns or requests regarding this site. Ben Williams of the UDWR was also in attendance and stated that this is pronghorn habitat but made no recommendations. Axia representative stated that a 20 mil liner would be used for this reserve pit and a felt subliner would be used if any rock is encountered. This liner proposal appears adequate for the site. An equipment color will be chosen to match the surrounding country. This appears to be a good location for placement of this well.

Richard Powell  
**Onsite Evaluator**

10/16/2012  
**Date / Time**

## Conditions of Approval / Application for Permit to Drill

|                 |   |
|-----------------|---|
| <b>Category</b> | <b>Condition</b>  |
| Pits            | A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit. |
| Surface         | Drainages adjacent to the proposed pad shall be diverted around the location.   |
| Surface         | The reserve pit shall be fenced upon completion of drilling operations.   |

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 9/27/2012

API NO. ASSIGNED: 43047532300000

WELL NAME: Three Rivers 16-22-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: NENW 16 080S 200E

Permit Tech Review: ☒

SURFACE: 1162 FNL 1912 FWL

Engineering Review: ☒

BOTTOM: 1980 FNL 1980 FWL

Geology Review: ☒

COUNTY: UINTAH

LATITUDE: 40.12655

LONGITUDE: -109.67591

UTM SURF EASTINGS: 612817.00

NORTHINGS: 4442644.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 3 - State

LEASE NUMBER: ML-49319

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 3 - State

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

☒ PLAT☒ Bond: STATE/FEE - LPM9046682☐ Potash☐ Oil Shale 190-5☐ Oil Shale 190-3☐ Oil Shale 190-13☒ Water Permit: 49-2262 - RNI at Green River☐ RDCC Review:☐ Fee Surface Agreement☐ Intent to Commingle

Commingle Approved

## LOCATION AND SITING:

☐ R649-2-3.

Unit:

☐ R649-3-2. General☒ R649-3-3. Exception☒ Drilling Unit

Board Cause No: R649-3-11

Effective Date:

Siting:

☒ R649-3-11. Directional Drill

Comments: Presite Completed

## Stipulations:

- 1 - Exception Location - bhill
- 5 - Statement of Basis - bhill
- 12 - Cement Volume (3) - hmacdonald
- 15 - Directional - dmason
- 23 - Spacing - dmason
- 25 - Surface Casing - hmacdonald

RECEIVED: December 10, 2012



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

## DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

### Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** Three Rivers 16-22-820

**API Well Number:** 43047532300000

**Lease Number:** ML-49319

**Surface Owner:** STATE

**Approval Date:** 12/10/2012

### Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

### Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

### Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

### Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

### General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

### Conditions of Approval:

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an

area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 5 1/2 production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2000' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

**Additional Approvals:**

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

**Notification Requirements:**

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels  
OR  
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website  
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program  
- contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

**Contact Information:**

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office  
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office  
801-231-8956 - after office hours

**Reporting Requirements:**

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

**Approved By:**

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers  
Associate Director, Oil & Gas

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1162 FNL 1912 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| TYPE OF SUBMISSION   | TYPE OF ACTION   |   |   |  |
|--|--|---|---|--|
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:       | <input type="checkbox"/> ACIDIZE                       | <input type="checkbox"/> ALTER CASING                   | <input type="checkbox"/> CASING REPAIR                  |  |
| <input type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:               | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS      | <input type="checkbox"/> CHANGE TUBING                  | <input type="checkbox"/> CHANGE WELL NAME               |  |
| <input checked="" type="checkbox"/> SPUD REPORT<br>Date of Spud:<br><b>3/22/2013</b> | <input type="checkbox"/> CHANGE WELL STATUS            | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS | <input type="checkbox"/> CONVERT WELL TYPE              |  |
| <input type="checkbox"/> DRILLING REPORT<br>Report Date:                             | <input type="checkbox"/> DEEPEN                        | <input type="checkbox"/> FRACTURE TREAT                 | <input type="checkbox"/> NEW CONSTRUCTION               |  |
|  | <input type="checkbox"/> OPERATOR CHANGE               | <input type="checkbox"/> PLUG AND ABANDON               | <input type="checkbox"/> PLUG BACK                      |  |
|  | <input type="checkbox"/> PRODUCTION START OR RESUME    | <input type="checkbox"/> RECLAMATION OF WELL SITE       | <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION |  |
|  | <input type="checkbox"/> REPERFORATE CURRENT FORMATION | <input type="checkbox"/> SIDETRACK TO REPAIR WELL       | <input type="checkbox"/> TEMPORARY ABANDON              |  |
|  | <input type="checkbox"/> TUBING REPAIR                 | <input type="checkbox"/> VENT OR FLARE                  | <input type="checkbox"/> WATER DISPOSAL                 |  |
|  | <input type="checkbox"/> WATER SHUTOFF                 | <input type="checkbox"/> SI TA STATUS EXTENSION         | <input type="checkbox"/> APD EXTENSION                  |  |
|  | <input type="checkbox"/> WILDCAT WELL DETERMINATION    | <input type="checkbox"/> OTHER                          | OTHER: <input style="width: 100px;" type="text"/>       |  |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.  
 MIRU Pete Martin Drilling, Spud well 03/22/2013. Drilled to 120'. Set 16" casing to 120' and cemented to surface. Release Pete Martin Drilling.

**Accepted by the**  
**Utah Division of**  
**Oil, Gas and Mining**  
**FOR RECORD ONLY**  
 March 25, 2013

|  |                                     |                                 |
|--|-------------------------------------|---------------------------------|
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner | <b>PHONE NUMBER</b><br>720 746-5209 | <b>TITLE</b><br>Project Manager |
| <b>SIGNATURE</b><br>N/A                    | <b>DATE</b><br>3/23/2013            |                                 |

|   |   |   |
|---|---|---|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING   |   | <b>FORM 9</b>   |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.  |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319  |
| <b>1. TYPE OF WELL</b><br>Oil Well  |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC  |   | <b>7. UNIT or CA AGREEMENT NAME:</b>  |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820   |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1162 FNL 1912 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S   |   | <b>9. API NUMBER:</b><br>43047532300000   |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext  |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED  |
| <b>COUNTY:</b><br>UINTAH  |   | <b>STATE:</b><br>UTAH   |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |   |
| <b>TYPE OF SUBMISSION</b>   | <b>TYPE OF ACTION</b>   |   |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>5/10/2013</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date:  | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/><br/> <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/><br/> <input type="checkbox"/> CHANGE WELL STATUS<br/><br/> <input type="checkbox"/> DEEPEN<br/><br/> <input type="checkbox"/> OPERATOR CHANGE<br/><br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/><br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/><br/> <input type="checkbox"/> TUBING REPAIR<br/><br/> <input type="checkbox"/> WATER SHUTOFF<br/><br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/><br/> <input type="checkbox"/> CHANGE TUBING<br/><br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/><br/> <input type="checkbox"/> FRACTURE TREAT<br/><br/> <input type="checkbox"/> PLUG AND ABANDON<br/><br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/><br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/><br/> <input type="checkbox"/> VENT OR FLARE<br/><br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/><br/> <input type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/><br/> <input type="checkbox"/> CHANGE WELL NAME<br/><br/> <input type="checkbox"/> CONVERT WELL TYPE<br/><br/> <input type="checkbox"/> NEW CONSTRUCTION<br/><br/> <input type="checkbox"/> PLUG BACK<br/><br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/><br/> <input type="checkbox"/> TEMPORARY ABANDON<br/><br/> <input type="checkbox"/> WATER DISPOSAL<br/><br/> <input type="checkbox"/> APD EXTENSION         </div> </div> <div style="text-align: right; margin-top: 10px;">           OTHER: <input style="width: 150px;" type="text"/> </div> |   |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br><br>Axia Energy requests changes to the APD approved 12-10-12: BOTTOM HOLE LOCATION (See Attached Plat & Directional Drilling Plan) FROM: 1980' FNL & 1980' FWL SENW Sec 16-T8S-R20E TO: 1780' FNL & 1980' FWL SENW Sec 16-T8S-R20E DEPTH FROM: 7,070' TMD / 6,926' TVD TO: 6,802' TMD / 6,727' TVD SURFACE CASING: FROM: 0-1,000' 8-5/8" 32.00# J-55 LTC TO: 0-1,000' 8-5/8" 24.00# J-55 STC Cement Requirements will be followed per the approved permit. |   |   |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner  |   | <b>PHONE NUMBER</b><br>720 746-5209   |
| <b>SIGNATURE</b><br>N/A   |   | <b>TITLE</b><br>Project Manager   |
| <b>DATE</b><br>3/18/2013  |   | <div style="text-align: right; color: red; font-weight: bold;">         Approved by the<br/>         Utah Division of<br/>         Oil, Gas and Mining       </div> <div style="text-align: right; color: red; font-weight: bold;">         Date: March 25, 2013<br/>         By:  </div> |



T8S, R20E, S.L.B.&M.

AXIA ENERGY

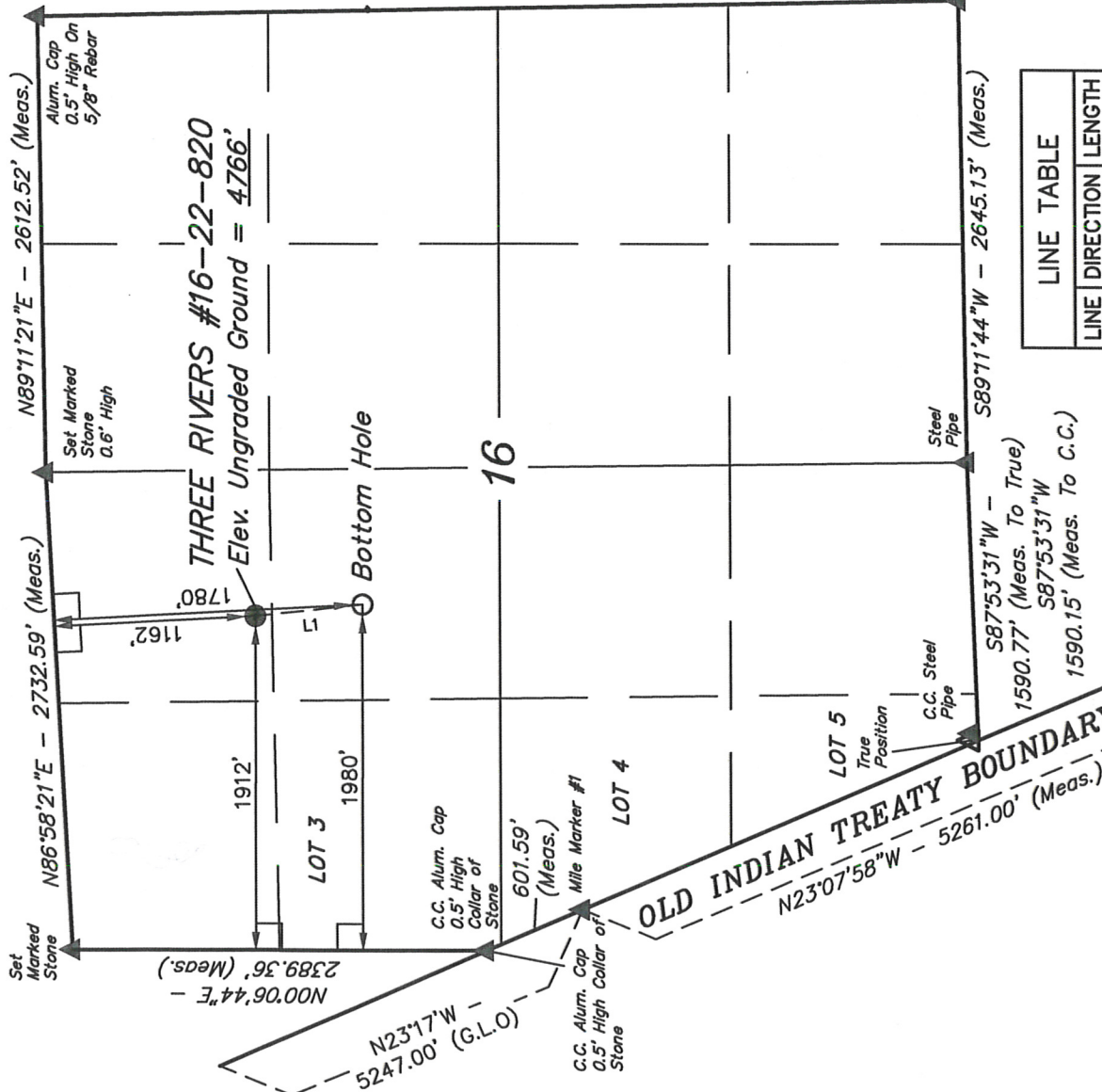
Well location, THREE RIVERS #16-22-820, located as shown in the NE 1/4 NW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

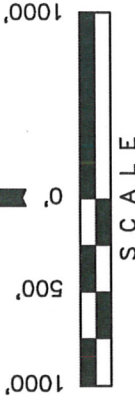
BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

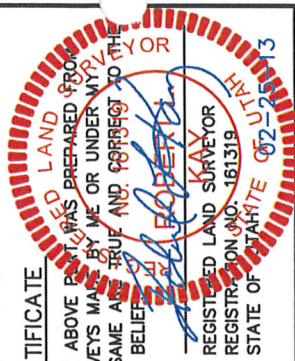


501°05'55"E - 5310.89' (Meas.)



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PARTY WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



Set Marked Stone 1.0' High

REV: 02-22-13

UINTAH ENGINEERING & LAND SURVEYING  
85 SOUTH 200 EAST - VERNAL, UTAH 84078  
(435) 789-1017

|                      |                         |                      |
|----------------------|-------------------------|----------------------|
| SCALE 1" = 1000'     | DATE SURVEYED: 07-25-12 | DATE DRAWN: 08-07-12 |
| PARTY G.O. S.R. K.O. | REFERENCES G.L.O. PLAT  |                      |
| WEATHER HOT          | FILE                    | AXIA ENERGY          |

| LINE TABLE |                     |
|------------|---------------------|
| LINE       | LENGTH              |
| L1         | 506°12'30"E 619.11' |

| NAD 83 (SURFACE LOCATION) |              |
|---------------------------|--------------|
| LATITUDE = 40°07'35.46"   | (40.126517)  |
| LONGITUDE = 109°40'34.38" | (109.676217) |
| NAD 27 (SURFACE LOCATION) |              |
| LATITUDE = 40°07'35.59"   | (40.126553)  |
| LONGITUDE = 109°40'31.88" | (109.675222) |

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

# Axia Energy

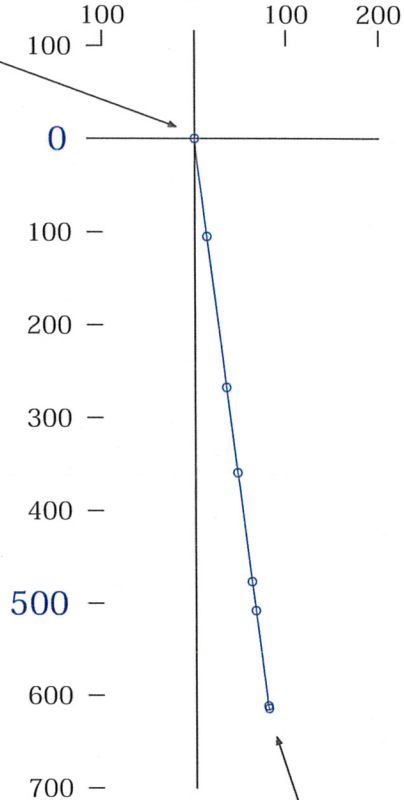
Three Rivers 16-22-820  
 Uintah County, Utah

**Plane of Proposal**  
 172.63° Azimuth

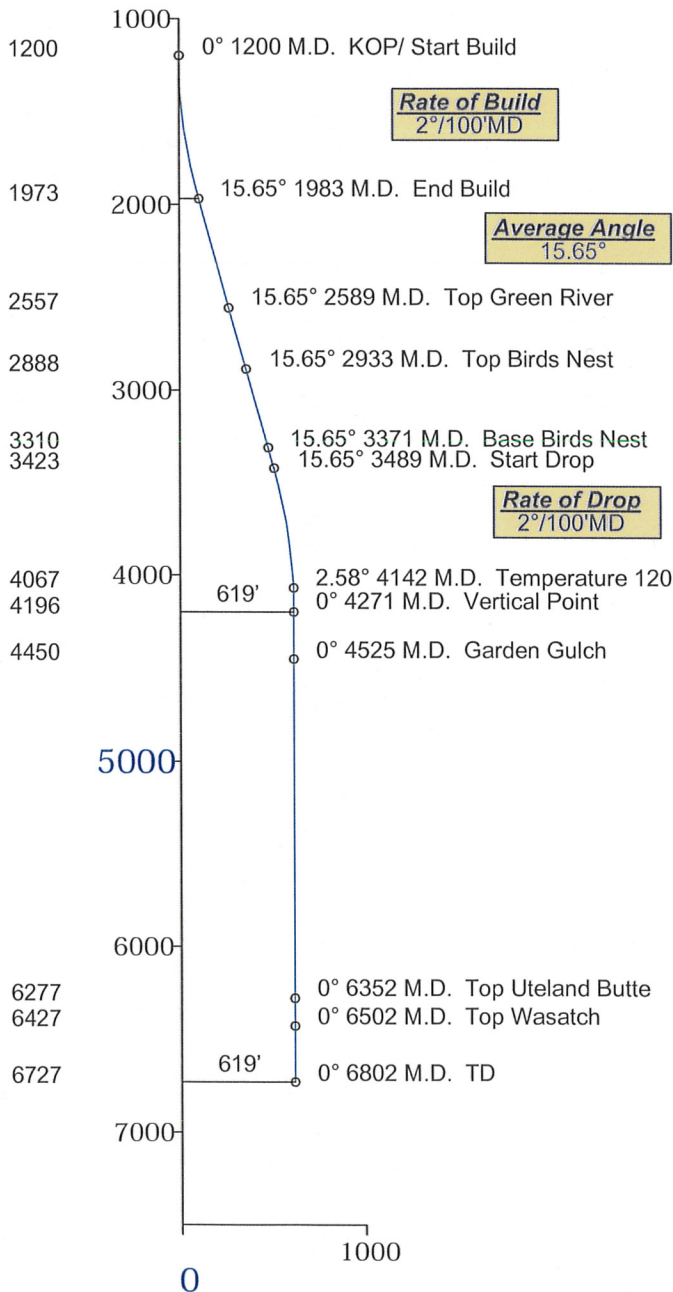
**Vertical Section**  
 1" = 1000'

**Surface Location**  
 Y=7220007.15'  
 X=2150348.7'  
 NAD83

**Horizontal Plan**  
 1" = 200'




**Vertical Point**  
 618.81' Displacement from S/L  
 @ 172.63° Azimuth from S/L  
 South-613.7' East-79.33' of S/L  
 TVD-4196' MD-4271'  
 Y=7219393.4', X=2150428'  
**TD**  
 TVD-6727' MD-6802'




Denver, Colorado  
 303-463-1919

03-14-2013

## Bighorn Directional, Inc.

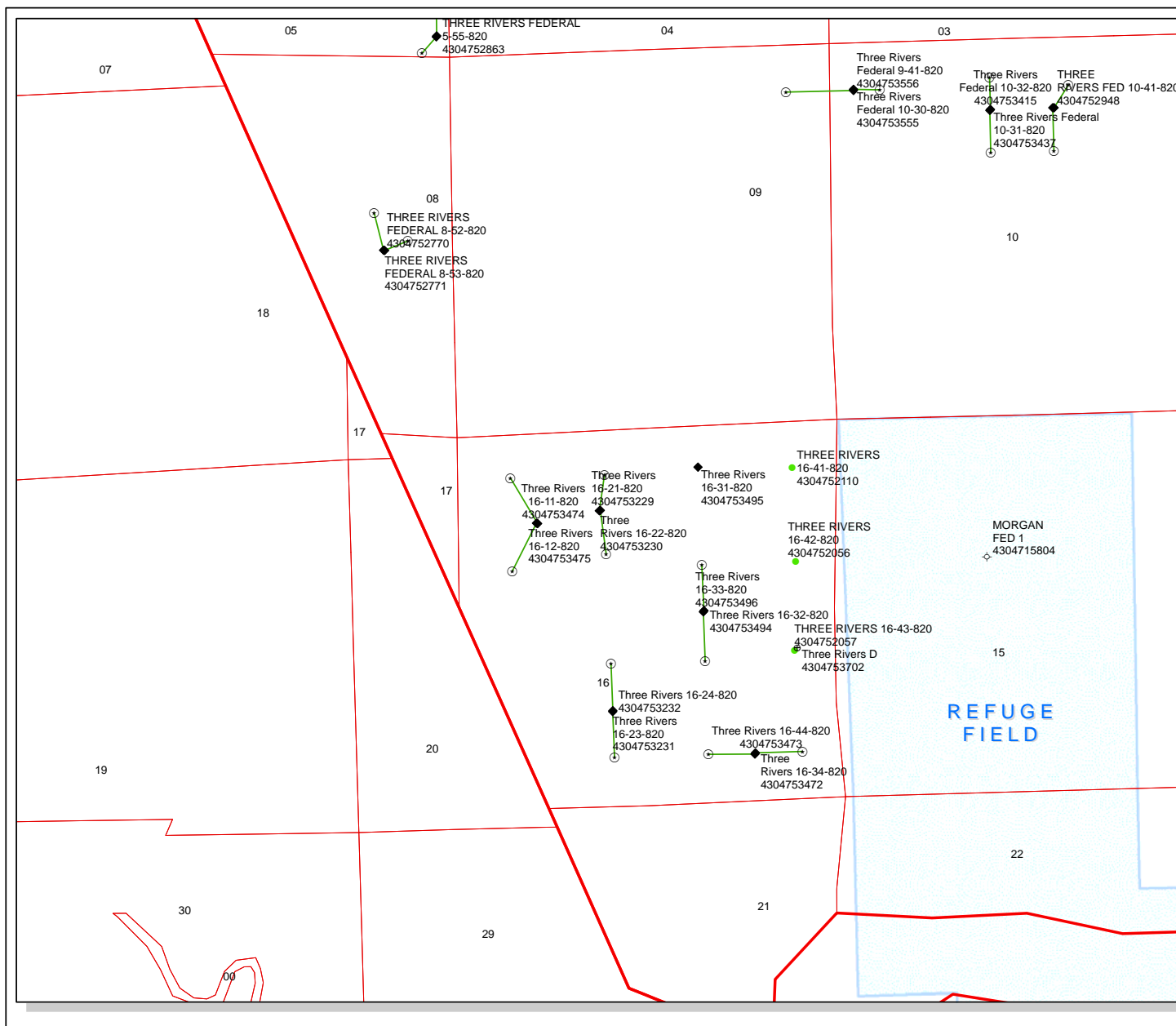
| Axia Energy<br>Three Rivers 16-22-820<br>Uintah County, Utah |                        |                              |                                   |  |       |                               |           | Page: 1<br>Minimum of Curvature<br>Slot Location: 7220007.15', 2150348.70'<br>Plane of Vertical Section: 172.63° |                  |                  |                                |
|--|------------------------|------------------------------|-----------------------------------|--|-------|-------------------------------|-----------|--|------------------|------------------|--------------------------------|
| Measured<br>Depth<br>Feet                                    | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES<br>North(-South) East(-West)                            |       | LAMBERT<br>COORDINATES<br>Y X |           | Vertical<br>Section<br>Feet  | CLOSURES         |                  | Dogleg<br>Severity<br>Deg/100' |
|  |                        |                              |                                   | Feet   | Feet  | Feet                          | Feet      |  | Distance<br>Feet | Direction<br>Deg |                                |
| 1200.00  | 0.00                   | 0.00                         | 1200.00                           | 0.00   | 0.00  | 7220007.2                     | 2150348.7 | 0.00   | 0.00             | 0.00             | 0.00                           |
| KOP/ Start Build   |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 1300.00  | 2.00                   | 172.63                       | 1299.98                           | -1.73  | 0.22  | 7220005.4                     | 2150348.9 | 1.75   | 1.75             | 172.64           | 2.00                           |
| 1400.00  | 4.00                   | 172.63                       | 1399.84                           | -6.92  | 0.89  | 7220000.2                     | 2150349.6 | 6.98   | 6.98             | 172.64           | 2.00                           |
| 1500.00  | 6.00                   | 172.63                       | 1499.45                           | -15.56   | 2.01  | 7219991.6                     | 2150350.7 | 15.69  | 15.69            | 172.64           | 2.00                           |
| 1600.00  | 8.00                   | 172.63                       | 1598.70                           | -27.65   | 3.57  | 7219979.5                     | 2150352.3 | 27.88  | 27.88            | 172.64           | 2.00                           |
| 1700.00  | 10.00                  | 172.63                       | 1697.47                           | -43.16   | 5.58  | 7219964.0                     | 2150354.3 | 43.52  | 43.52            | 172.64           | 2.00                           |
| 1800.00  | 12.00                  | 172.63                       | 1795.62                           | -62.09   | 8.03  | 7219945.1                     | 2150356.7 | 62.60  | 62.60            | 172.64           | 2.00                           |
| 1900.00  | 14.00                  | 172.63                       | 1893.06                           | -84.39   | 10.91 | 7219922.8                     | 2150359.6 | 85.10  | 85.10            | 172.64           | 2.00                           |
| 1982.66  | 15.65                  | 172.63                       | 1972.96                           | -105.37  | 13.62 | 7219901.8                     | 2150362.3 | 106.25   | 106.25           | 172.64           | 2.00                           |
| End Build  |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 2482.66  | 15.65                  | 172.63                       | 2454.42                           | -239.16  | 30.91 | 7219768.0                     | 2150379.6 | 241.15   | 241.15           | 172.64           | 0.00                           |
| 2589.19  | 15.65                  | 172.63                       | 2557.00                           | -267.67  | 34.60 | 7219739.5                     | 2150383.3 | 269.90   | 269.90           | 172.64           | 0.00                           |
| Top Green River  |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 2932.94  | 15.65                  | 172.63                       | 2888.00                           | -359.65  | 46.49 | 7219647.5                     | 2150395.2 | 362.64   | 362.64           | 172.64           | 0.00                           |
| Top Birds Nest   |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 2982.66  | 15.65                  | 172.63                       | 2935.87                           | -372.96  | 48.21 | 7219634.2                     | 2150396.9 | 376.06   | 376.06           | 172.64           | 0.00                           |
| 3371.20  | 15.65                  | 172.63                       | 3310.00                           | -476.92  | 61.65 | 7219530.2                     | 2150410.3 | 480.89   | 480.89           | 172.64           | 0.00                           |
| Base Birds Nest  |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 3482.66  | 15.65                  | 172.63                       | 3417.33                           | -506.75  | 65.50 | 7219500.4                     | 2150414.2 | 510.96   | 510.96           | 172.64           | 0.00                           |
| 3488.59  | 15.65                  | 172.63                       | 3423.04                           | -508.34  | 65.71 | 7219498.8                     | 2150414.4 | 512.56   | 512.56           | 172.64           | 0.00                           |
| Start Drop   |                        |                              |                                   |  |       |                               |           |  |                  |                  |                                |
| 3588.59  | 13.65                  | 172.63                       | 3519.79                           | -533.42  | 68.95 | 7219473.7                     | 2150417.6 | 537.86   | 537.86           | 172.64           | 2.00                           |
| 3688.59  | 11.65                  | 172.63                       | 3617.35                           | -555.15  | 71.76 | 7219452.0                     | 2150420.5 | 559.76   | 559.76           | 172.64           | 2.00                           |
| 3788.59  | 9.65                   | 172.63                       | 3715.62                           | -573.48  | 74.13 | 7219433.7                     | 2150422.8 | 578.25   | 578.25           | 172.64           | 2.00                           |
| 3888.59  | 7.65                   | 172.63                       | 3814.48                           | -588.40  | 76.05 | 7219418.8                     | 2150424.8 | 593.29   | 593.29           | 172.64           | 2.00                           |
| 3988.59  | 5.65                   | 172.63                       | 3913.80                           | -599.89  | 77.54 | 7219407.3                     | 2150426.2 | 604.88   | 604.88           | 172.64           | 2.00                           |
| 4088.59  | 3.65                   | 172.63                       | 4013.47                           | -607.93  | 78.58 | 7219399.2                     | 2150427.3 | 612.99   | 612.99           | 172.64           | 2.00                           |

## Bighorn Directional, Inc.

| Axia Energy<br>Three Rivers 16-22-820<br>Uintah County, Utah |                        |                              |                                   | <br>Dennis C. Gable<br>303-463-1919 |       |                               |           | Minimum of Curvature<br>Slot Location: 7220007.15', 2150348.70'<br>Plane of Vertical Section: 172.63° |  |        |                                | Page: 2 |
|--|------------------------|------------------------------|-----------------------------------|---|-------|-------------------------------|-----------|---|--|--------|--------------------------------|---------|
| Measured<br>Depth<br>Feet                                    | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES<br>North(-South) East(-West)   |       | LAMBERT<br>COORDINATES<br>Y X |           | Vertical<br>Section<br>Feet   | CLOSURES<br>Distance Direction<br>Feet Deg |        | Dogleg<br>Severity<br>Deg/100' |         |
| 4142.21  | 2.58                   | 172.63                       | 4067.00                           | -610.82   | 78.95 | 7219396.3                     | 2150427.7 | 615.90  | 615.90                                     | 172.63 | 2.00                           |         |
| Temperature 120  |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| 4188.59  | 1.65                   | 172.63                       | 4113.36                           | -612.52   | 79.17 | 7219394.6                     | 2150427.9 | 617.62  | 617.62                                     | 172.63 | 2.00                           |         |
| 4271.25  | 0.00                   | 172.63                       | 4196.00                           | -613.70   | 79.33 | 7219393.4                     | 2150428.0 | 618.81  | 618.81                                     | 172.63 | 2.00                           |         |
| Vertical Point   |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| 4525.25  | 0.00                   | 172.63                       | 4450.00                           | -613.70   | 79.33 | 7219393.4                     | 2150428.0 | 618.81  | 618.81                                     | 172.63 | 0.00                           |         |
| Garden Gulch   |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| 6352.25  | 0.00                   | 172.63                       | 6277.00                           | -613.70   | 79.33 | 7219393.4                     | 2150428.0 | 618.81  | 618.81                                     | 172.63 | 0.00                           |         |
| Top Uteland Butte  |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| 6502.25  | 0.00                   | 172.63                       | 6427.00                           | -613.70   | 79.33 | 7219393.4                     | 2150428.0 | 618.81  | 618.81                                     | 172.63 | 0.00                           |         |
| Top Wasatch  |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| 6802.25  | 0.00                   | 172.63                       | 6727.00                           | -613.70   | 79.33 | 7219393.4                     | 2150428.0 | 618.81  | 618.81                                     | 172.63 | 0.00                           |         |
| TD   |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |
| Final Station Closure Distance: 618.81' Direction: 172.63°   |                        |                              |                                   |   |       |                               |           |   |  |        |                                |         |

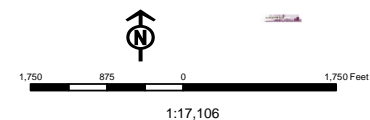
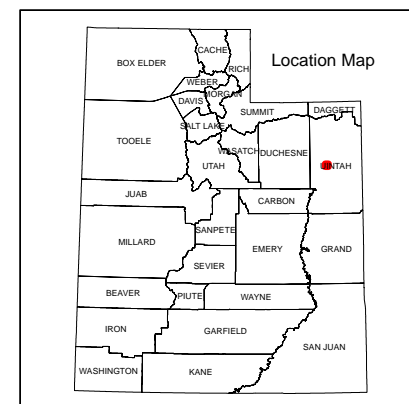
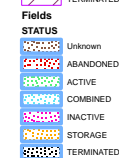
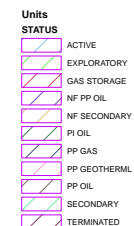
Final Station Closure Distance: 618.81' Direction: 172.63°

|  |   |   |
|--|---|---|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |   | <b>FORM 9</b>   |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.   |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319  |
| <b>1. TYPE OF WELL</b><br>Oil Well   |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC   |   | <b>7. UNIT or CA AGREEMENT NAME:</b>  |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202   |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820   |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |   | <b>9. API NUMBER:</b><br>43047532300000   |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext   |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED  |
| <b>COUNTY:</b><br>UINTAH   |   | <b>STATE:</b><br>UTAH   |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA  |   |   |
| <b>TYPE OF SUBMISSION</b>  | <b>TYPE OF ACTION</b>   |   |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>6/1/2013</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date:                                  | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/><br/> <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/><br/> <input type="checkbox"/> CHANGE WELL STATUS<br/><br/> <input type="checkbox"/> DEEPEN<br/><br/> <input type="checkbox"/> OPERATOR CHANGE<br/><br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/><br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/><br/> <input type="checkbox"/> TUBING REPAIR<br/><br/> <input type="checkbox"/> WATER SHUTOFF<br/><br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/><br/> <input type="checkbox"/> CHANGE TUBING<br/><br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/><br/> <input type="checkbox"/> FRACTURE TREAT<br/><br/> <input type="checkbox"/> PLUG AND ABANDON<br/><br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/><br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/><br/> <input type="checkbox"/> VENT OR FLARE<br/><br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/><br/> <input type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/><br/> <input type="checkbox"/> CHANGE WELL NAME<br/><br/> <input type="checkbox"/> CONVERT WELL TYPE<br/><br/> <input type="checkbox"/> NEW CONSTRUCTION<br/><br/> <input type="checkbox"/> PLUG BACK<br/><br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/><br/> <input type="checkbox"/> TEMPORARY ABANDON<br/><br/> <input type="checkbox"/> WATER DISPOSAL<br/><br/> <input type="checkbox"/> APD EXTENSION<br/><br/>         OTHER: <input style="width: 100px;" type="text"/> </div> </div> |   |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br>Axia Energy Requests changes as follows: Surface location from 1162' FNL and 1912' FWL to 1191' FNL and 1934' FWL. Bottom hole location from 1780' FNL and 1980' FWL to 1356' FNL and 1980' FWL. (See attached revised Plat & Directional drilling plan) |   |   |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner   |   | <b>PHONE NUMBER</b><br>720 746-5209   |
| <b>SIGNATURE</b><br>N/A  |   | <b>TITLE</b><br>Project Manager   |
| <b>DATE</b><br>5/1/2013  |   | <b>APPROVED BY:</b><br><div style="text-align: center;"> <b>Approved by the<br/>Utah Division of<br/>Oil, Gas and Mining</b><br/><br/> <b>Date:</b> May 22, 2013<br/> <b>By:</b> </div> |



**API Number: 4304753230**  
**Well Name: Three Rivers 16-22-820**  
**Township T08.0S Range R20.0E Section 16**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason



May 1, 2013

Mr. Dustin Doucet  
Utah Division of Oil, Gas & Mining  
1594 West North Temple  
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**  
Three Rivers 16-22-820 (API # 43047532300000)  
SWNW Sec 16-T8S-R20E  
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the State mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the project and affected surface owners and utilize an existing pad.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,  
AXIA ENERGY, LLC

Jess Peonio  
Senior Drilling Engineer & Regulatory Manager

RECEIVED: May. 01, 2013

**T8S, R20E, S.L.B.&M.****AXIA ENERGY**

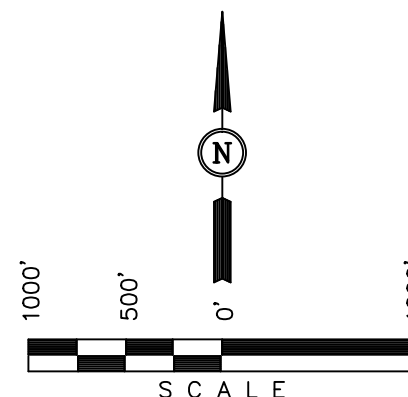
Well location, THREE RIVERS #16-22-820, located as shown in the NE 1/4 NW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

**BASIS OF BEARINGS**

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

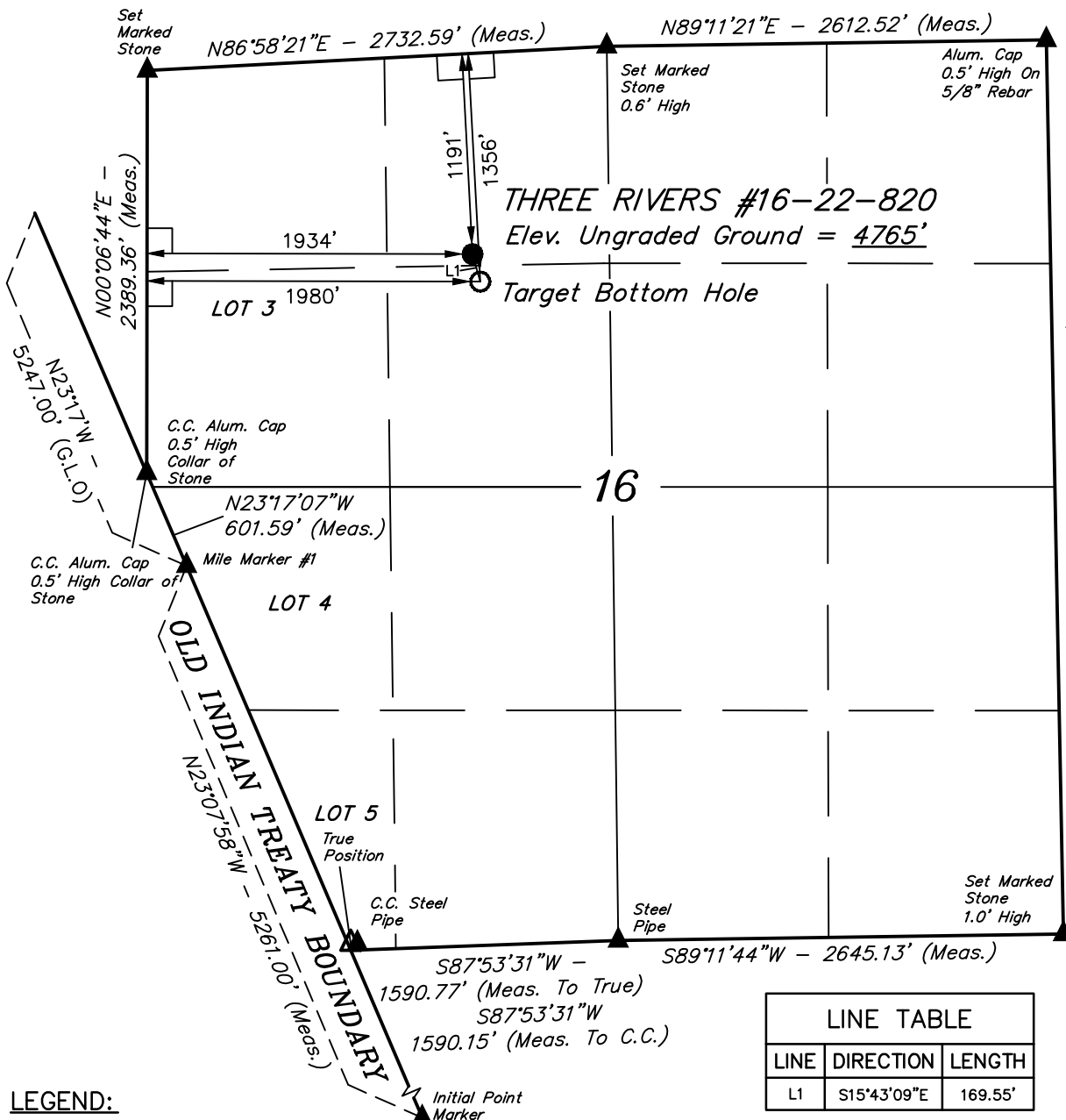
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
04-25-13

REV: 04-23-13  
REV: 04-17-13  
REV: 02-22-13

**UINTAH ENGINEERING & LAND SURVEYING**  
**85 SOUTH 200 EAST - VERNAL, UTAH 84078**  
**(435) 789-1017**

|                         |                            |                         |
|-------------------------|----------------------------|-------------------------|
| SCALE<br>1" = 1000'     | DATE SURVEYED:<br>07-25-12 | DATE DRAWN:<br>08-07-12 |
| PARTY<br>G.O. S.R. K.O. | REFERENCES<br>G.L.O. PLAT  |                         |
| WEATHER<br>HOT          | FILE<br>AXIA ENERGY        |                         |



| LINE TABLE |             |         |
|------------|-------------|---------|
| LINE       | DIRECTION   | LENGTH  |
| L1         | S15°43'09"E | 169.55' |

| NAD 83 (TARGET BOTTOM HOLE)            |  | NAD 83 (SURFACE LOCATION)              |  |
|--|--|--|--|
| LATITUDE = 40°07'33.57" (40.125992)    |  | LATITUDE = 40°07'35.18" (40.126439)    |  |
| LONGITUDE = 109°40'33.51" (109.675975) |  | LONGITUDE = 109°40'34.10" (109.676139) |  |
| NAD 27 (TARGET BOTTOM HOLE)            |  | NAD 27 (SURFACE LOCATION)              |  |
| LATITUDE = 40°07'33.70" (40.126028)    |  | LATITUDE = 40°07'35.32" (40.126478)    |  |
| LONGITUDE = 109°40'31.01" (109.675281) |  | LONGITUDE = 109°40'31.60" (109.675444) |  |

RECEIVED: May. 01, 2013

# Axia Energy

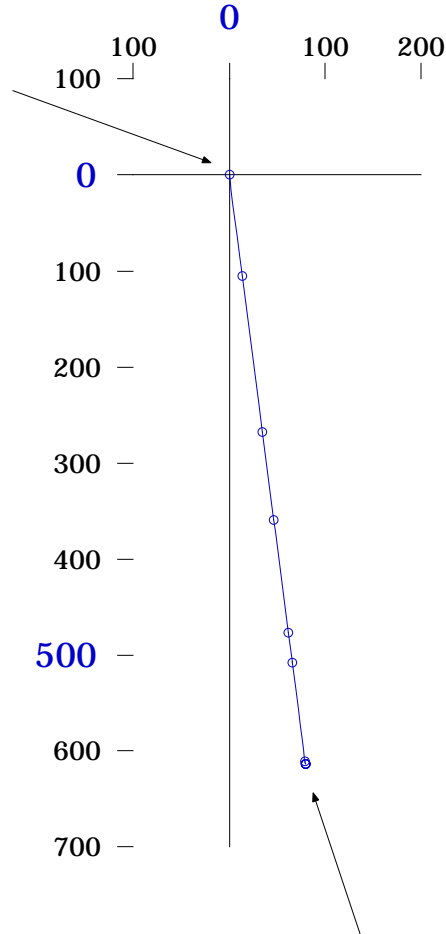
Three Rivers 16-22-820  
 Uintah County, Utah

**Plane of Proposal**  
 172.63° Azimuth

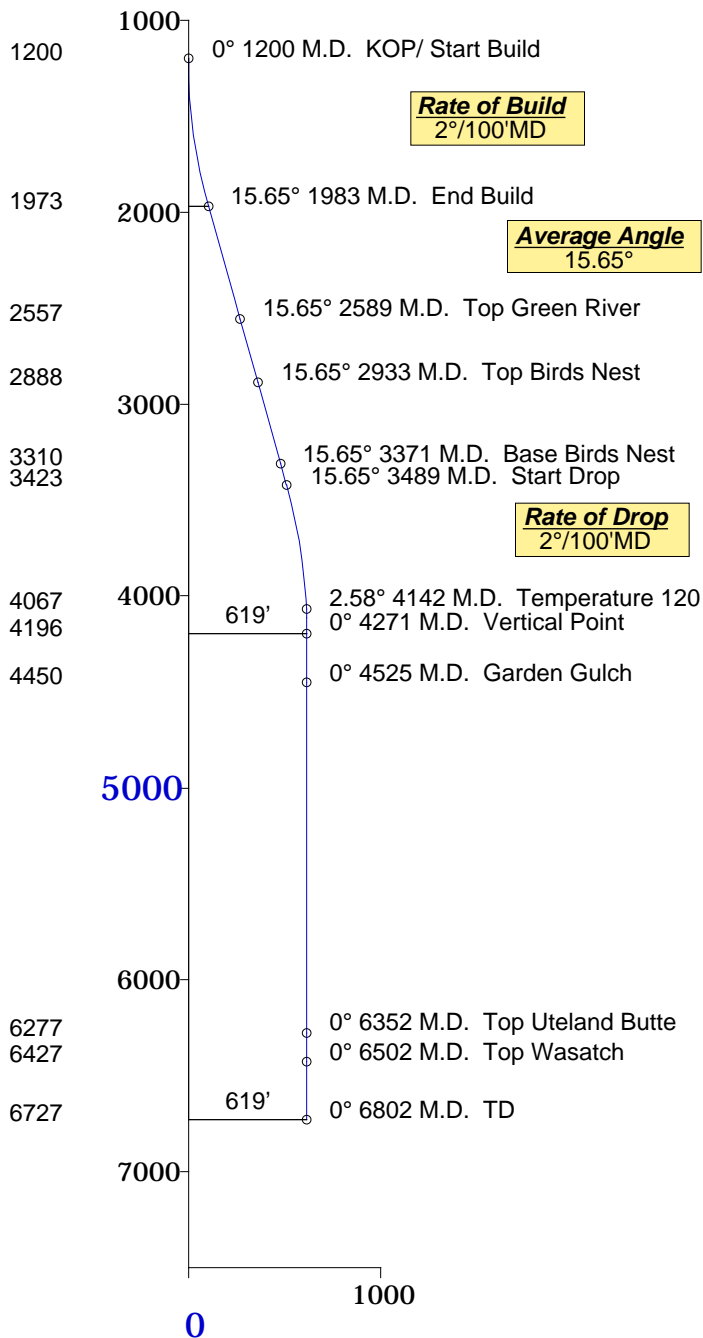
**Vertical Section**  
 1" = 1000'

**Surface Location**  
 Y=7220007.15'  
 X=2150348.7'  
 NAD83

**Horizontal Plan**  
 1" = 200'



**Vertical Point**  
 618.81' Displacement from S/L  
 @ 172.63° Azimuth from S/L  
 South-613.7' East-79.33' of S/L  
 TVD-4196' MD-4271'  
 Y=7219393.4', X=2150428'  
**TD**  
 TVD-6727' MD-6802'



**Rate of Build**  
 2°/100'MD

**Average Angle**  
 15.65°

**Rate of Drop**  
 2°/100'MD



Denver, Colorado  
 303-463-1919

03- 14- 2013

## Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-22-820  
Uintah County, Utah



Page: 1

Minimum of Curvature  
Slot Location: 7220007.15', 2150348.70'  
Plane of Vertical Section: 172.63°

| Measured<br>Depth<br>Feet | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES |                     | LAMBERT<br>COORDINATES |           | Vertical<br>Section<br>Feet | CLOSURES         |                  | Dogleg<br>Severity<br>Deg/100' |
|---------------------------|------------------------|------------------------------|-----------------------------------|----------------------------|---------------------|------------------------|-----------|-----------------------------|------------------|------------------|--------------------------------|
|                           |                        |                              |                                   | North(-South)<br>Feet      | East(-West)<br>Feet | Y<br>Feet              | X<br>Feet |                             | Distance<br>Feet | Direction<br>Deg |                                |
| 1200.00                   | 0.00                   | 0.00                         | 1200.00                           | 0.00                       | 0.00                | 7220007.2              | 2150348.7 | 0.00                        | 0.00             | 0.00             | 0.00                           |
| KOP/ Start Build          |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 1300.00                   | 2.00                   | 172.63                       | 1299.98                           | -1.73                      | 0.22                | 7220005.4              | 2150348.9 | 1.75                        | 1.75             | 172.64           | 2.00                           |
| 1400.00                   | 4.00                   | 172.63                       | 1399.84                           | -6.92                      | 0.89                | 7220000.2              | 2150349.6 | 6.98                        | 6.98             | 172.64           | 2.00                           |
| 1500.00                   | 6.00                   | 172.63                       | 1499.45                           | -15.56                     | 2.01                | 7219991.6              | 2150350.7 | 15.69                       | 15.69            | 172.64           | 2.00                           |
| 1600.00                   | 8.00                   | 172.63                       | 1598.70                           | -27.65                     | 3.57                | 7219979.5              | 2150352.3 | 27.88                       | 27.88            | 172.64           | 2.00                           |
| 1700.00                   | 10.00                  | 172.63                       | 1697.47                           | -43.16                     | 5.58                | 7219964.0              | 2150354.3 | 43.52                       | 43.52            | 172.64           | 2.00                           |
| 1800.00                   | 12.00                  | 172.63                       | 1795.62                           | -62.09                     | 8.03                | 7219945.1              | 2150356.7 | 62.60                       | 62.60            | 172.64           | 2.00                           |
| 1900.00                   | 14.00                  | 172.63                       | 1893.06                           | -84.39                     | 10.91               | 7219922.8              | 2150359.6 | 85.10                       | 85.10            | 172.64           | 2.00                           |
| 1982.66                   | 15.65                  | 172.63                       | 1972.96                           | -105.37                    | 13.62               | 7219901.8              | 2150362.3 | 106.25                      | 106.25           | 172.64           | 2.00                           |
| End Build                 |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 2482.66                   | 15.65                  | 172.63                       | 2454.42                           | -239.16                    | 30.91               | 7219768.0              | 2150379.6 | 241.15                      | 241.15           | 172.64           | 0.00                           |
| 2589.19                   | 15.65                  | 172.63                       | 2557.00                           | -267.67                    | 34.60               | 7219739.5              | 2150383.3 | 269.90                      | 269.90           | 172.64           | 0.00                           |
| Top Green River           |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 2932.94                   | 15.65                  | 172.63                       | 2888.00                           | -359.65                    | 46.49               | 7219647.5              | 2150395.2 | 362.64                      | 362.64           | 172.64           | 0.00                           |
| Top Birds Nest            |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 2982.66                   | 15.65                  | 172.63                       | 2935.87                           | -372.96                    | 48.21               | 7219634.2              | 2150396.9 | 376.06                      | 376.06           | 172.64           | 0.00                           |
| 3371.20                   | 15.65                  | 172.63                       | 3310.00                           | -476.92                    | 61.65               | 7219530.2              | 2150410.3 | 480.89                      | 480.89           | 172.64           | 0.00                           |
| Base Birds Nest           |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 3482.66                   | 15.65                  | 172.63                       | 3417.33                           | -506.75                    | 65.50               | 7219500.4              | 2150414.2 | 510.96                      | 510.96           | 172.64           | 0.00                           |
| 3488.59                   | 15.65                  | 172.63                       | 3423.04                           | -508.34                    | 65.71               | 7219498.8              | 2150414.4 | 512.56                      | 512.56           | 172.64           | 0.00                           |
| Start Drop                |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 3588.59                   | 13.65                  | 172.63                       | 3519.79                           | -533.42                    | 68.95               | 7219473.7              | 2150417.6 | 537.86                      | 537.86           | 172.64           | 2.00                           |
| 3688.59                   | 11.65                  | 172.63                       | 3617.35                           | -555.15                    | 71.76               | 7219452.0              | 2150420.5 | 559.76                      | 559.76           | 172.64           | 2.00                           |
| 3788.59                   | 9.65                   | 172.63                       | 3715.62                           | -573.48                    | 74.13               | 7219433.7              | 2150422.8 | 578.25                      | 578.25           | 172.64           | 2.00                           |
| 3888.59                   | 7.65                   | 172.63                       | 3814.48                           | -588.40                    | 76.05               | 7219418.8              | 2150424.8 | 593.29                      | 593.29           | 172.64           | 2.00                           |
| 3988.59                   | 5.65                   | 172.63                       | 3913.80                           | -599.89                    | 77.54               | 7219407.3              | 2150426.2 | 604.88                      | 604.88           | 172.64           | 2.00                           |
| 4088.59                   | 3.65                   | 172.63                       | 4013.47                           | -607.93                    | 78.58               | 7219399.2              | 2150427.3 | 612.99                      | 612.99           | 172.64           | 2.00                           |

## Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-22-820  
Uintah County, Utah



Page: 2

Minimum of Curvature  
Slot Location: 7220007.15', 2150348.70'  
Plane of Vertical Section: 172.63°

| Measured<br>Depth<br>Feet                                  | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES |                     | LAMBERT<br>COORDINATES |           | Vertical<br>Section<br>Feet | CLOSURES         |                  | Dogleg<br>Severity<br>Deg/100' |
|--|------------------------|------------------------------|-----------------------------------|----------------------------|---------------------|------------------------|-----------|-----------------------------|------------------|------------------|--------------------------------|
|  |                        |                              |                                   | North(-South)<br>Feet      | East(-West)<br>Feet | Y<br>Feet              | X<br>Feet |                             | Distance<br>Feet | Direction<br>Deg |                                |
| 4142.21  | 2.58                   | 172.63                       | 4067.00                           | -610.82                    | 78.95               | 7219396.3              | 2150427.7 | 615.90                      | 615.90           | 172.63           | 2.00                           |
| Temperature 120  |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 4188.59  | 1.65                   | 172.63                       | 4113.36                           | -612.52                    | 79.17               | 7219394.6              | 2150427.9 | 617.62                      | 617.62           | 172.63           | 2.00                           |
| 4271.25  | 0.00                   | 172.63                       | 4196.00                           | -613.70                    | 79.33               | 7219393.4              | 2150428.0 | 618.81                      | 618.81           | 172.63           | 2.00                           |
| Vertical Point   |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 4525.25  | 0.00                   | 172.63                       | 4450.00                           | -613.70                    | 79.33               | 7219393.4              | 2150428.0 | 618.81                      | 618.81           | 172.63           | 0.00                           |
| Garden Gulch   |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 6352.25  | 0.00                   | 172.63                       | 6277.00                           | -613.70                    | 79.33               | 7219393.4              | 2150428.0 | 618.81                      | 618.81           | 172.63           | 0.00                           |
| Top Uteland Butte  |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 6502.25  | 0.00                   | 172.63                       | 6427.00                           | -613.70                    | 79.33               | 7219393.4              | 2150428.0 | 618.81                      | 618.81           | 172.63           | 0.00                           |
| Top Wasatch  |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 6802.25  | 0.00                   | 172.63                       | 6727.00                           | -613.70                    | 79.33               | 7219393.4              | 2150428.0 | 618.81                      | 618.81           | 172.63           | 0.00                           |
| TD   |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| Final Station Closure Distance: 618.81' Direction: 172.63° |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |

|   |   |  |
|---|---|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING   |   | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.  |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well  |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC  |   | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S   |   | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext  |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH  |   | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |  |
| <b>TYPE OF SUBMISSION</b>   | <b>TYPE OF ACTION</b>   |  |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>7/30/2013</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date:  | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/> <input type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/> <input type="checkbox"/> CHANGE WELL STATUS<br/> <input type="checkbox"/> DEEPEN<br/> <input type="checkbox"/> OPERATOR CHANGE<br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/> <input type="checkbox"/> TUBING REPAIR<br/> <input type="checkbox"/> WATER SHUTOFF<br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/> <input type="checkbox"/> CHANGE TUBING<br/> <input checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/> <input type="checkbox"/> FRACTURE TREAT<br/> <input type="checkbox"/> PLUG AND ABANDON<br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/> <input type="checkbox"/> VENT OR FLARE<br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/> <input type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/> <input type="checkbox"/> CHANGE WELL NAME<br/> <input type="checkbox"/> CONVERT WELL TYPE<br/> <input type="checkbox"/> NEW CONSTRUCTION<br/> <input type="checkbox"/> PLUG BACK<br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/> <input type="checkbox"/> TEMPORARY ABANDON<br/> <input type="checkbox"/> WATER DISPOSAL<br/> <input type="checkbox"/> APD EXTENSION<br/>         OTHER: <input style="width: 100%;" type="text"/> </div> </div> |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br>APD to drill and complete a WASATCH well was approved on 12/10/2012. Axia Energy, LLC respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and Green River formations. Attached is information per R649-3-22. |   |  |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner  | <b>PHONE NUMBER</b><br>720 746-5209   | <b>TITLE</b><br>Project Manager                            |
| <b>SIGNATURE</b><br>N/A   | <b>DATE</b><br>4/22/2013  |  |

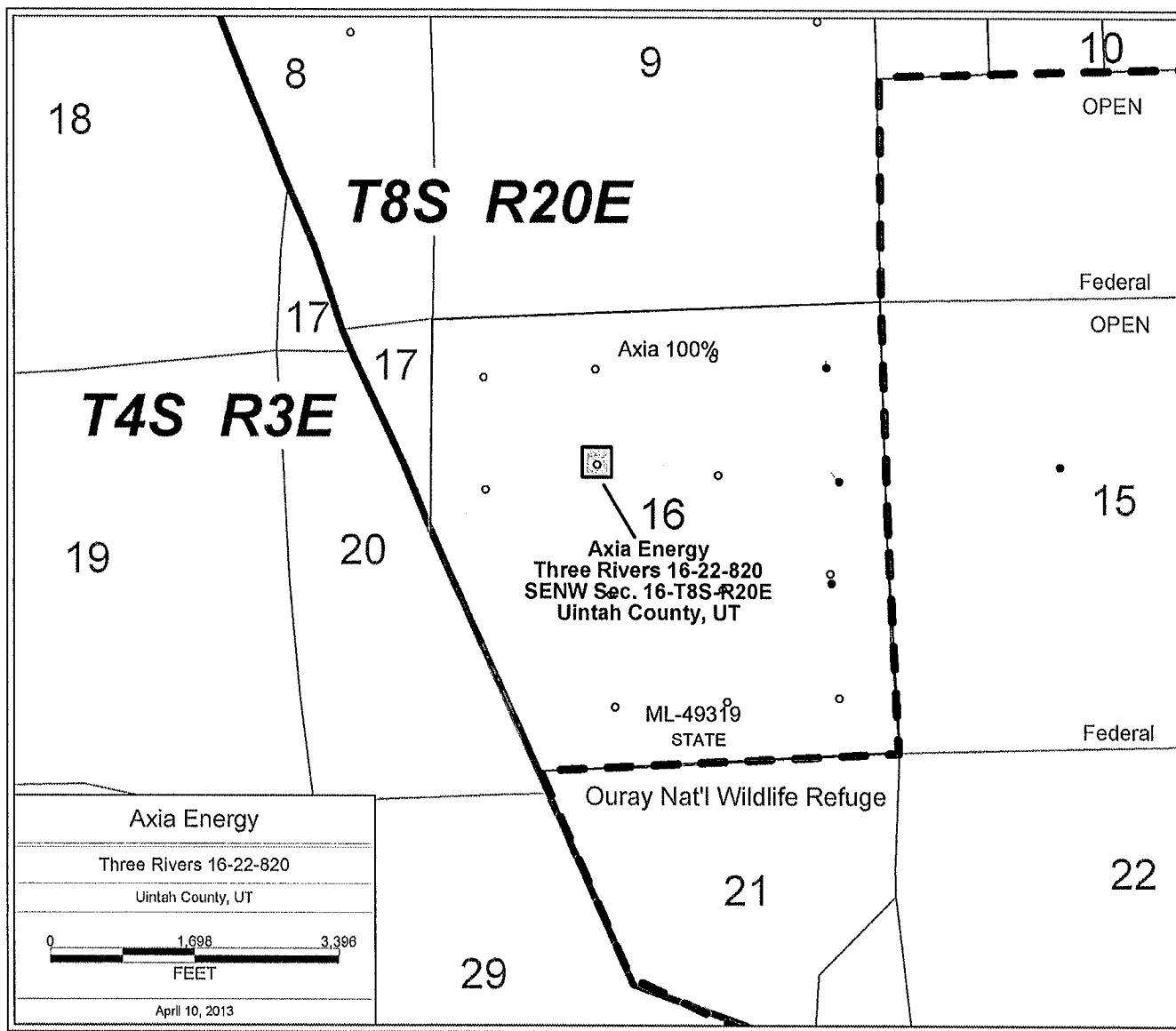
Attachment to Sundry Notice Form 9

Three Rivers 16-22-820

API: 43047532300000

Notice of intent – commingle Wasatch and Green formations

- 1.1 Exhibit A showing location of the well.
- 1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.
- 2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.
- 3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC is 100% owner of contiguous oil and gas leases in Section 16-T8S-R20E



**AFFIDAVIT OF LEASE OWNERSHIP**

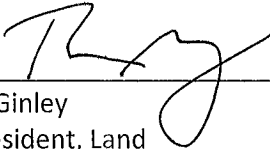
I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC is the owner of 100% of the contiguous oil and gas leases in Section 16-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 18th day of April, 2013.

  
\_\_\_\_\_  
Tab McGinley  
Vice President, Land

STATE OF COLORADO)

} ss

COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 18<sup>th</sup> day of April, 2013.

  
\_\_\_\_\_  
Notary Public

Notary seal:

**Cindy J. Turner**  
**Notary Public**  
**State of Colorado**  
**My Commission Expires 06/04/2013**



CONFIDENTIAL

NENW 5-16 T08S R20E

---

**Capstar 321, Axia Energy, Three Rivers 16-22-820 Prod casing/Cement**

---

**klbascom** <klbascom@ubtanet.com>

Thu, May 30, 2013 at 6:51 AM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell  
<richardpowell@utah.gov>

Cc: jpeonio@axiaenergy.com, cturner@axiaenergy.com, Bryce Holder &lt;bholder@axiaenergy.com&gt;

Capstar 321 reached Production 6765 TD 5/29/13 @ 24:00 on Axia Energy's Three Rivers 16-22-820, API# 43-047-53230, plan to run & cement 5.5" production casing Thursday 5/30/13. Any questions contact Kenny Bascom @ 435-828-0697.

Thank You

Kenny Bascom

RECEIVED

MAY 30 2013

DIV. OF OIL, GAS &amp; MINING

5/24/13

Capstar 321, Axia Energy, Three Rivers 16-22-820, BOP Test & Spud notice - caroldaniels@utah.gov - State of Utah Mail

Search Images Mail Drive Calendar Sites Groups Contacts Mobile More



VENW 5-16 TOGS R20E

CONFIDENTIAL

Mail

More

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Test & Spud notice

Inbox x

Inbox (36)

klbascom <klbascom@ubtanet.com>

1:00 PM (32 minutes ago)

Starred

Important

Sent Mail

Drafts (3)

Cabinet

Follow up

Misc

Notes

Priority

More

Capstar #321 moving from Axia energys Three Rivers 16-21-820 Saturday 5-25/13 to Three Rivers 16-22-820, API# 43-047-53230, rig up & test BOP Saturday night 5/25/13 & drill out early morning. Any Questions, contact Kenny Bascom @ 435-820-0697.

Search people...

Don Staley

alexishuefner

Diana Mason

alexisheufner

Anadarko - Pio...

barbara\_nicol

Brady Riley Inv...

Capstar 329

Cordell Wold

Livingston, Car...



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MAY 24 2013

DIV. OF OIL, GAS & MINING

|   |   |  |
|---|---|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING   |   | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.  |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well  |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC  |   | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S   |   | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext  |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH  |   | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |  |
| <b>TYPE OF SUBMISSION</b>   | <b>TYPE OF ACTION</b>   |  |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>6/1/2013</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date: | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/> <input type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/> <input type="checkbox"/> CHANGE WELL STATUS<br/> <input type="checkbox"/> DEEPEN<br/> <input type="checkbox"/> OPERATOR CHANGE<br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/> <input type="checkbox"/> TUBING REPAIR<br/> <input type="checkbox"/> WATER SHUTOFF<br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/> <input type="checkbox"/> CHANGE TUBING<br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/> <input type="checkbox"/> FRACTURE TREAT<br/> <input type="checkbox"/> PLUG AND ABANDON<br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/> <input type="checkbox"/> VENT OR FLARE<br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/> <input checked="" type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/> <input type="checkbox"/> CHANGE WELL NAME<br/> <input type="checkbox"/> CONVERT WELL TYPE<br/> <input type="checkbox"/> NEW CONSTRUCTION<br/> <input type="checkbox"/> PLUG BACK<br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/> <input type="checkbox"/> TEMPORARY ABANDON<br/> <input type="checkbox"/> WATER DISPOSAL<br/> <input type="checkbox"/> APD EXTENSION         </div> </div> |  |
| OTHER: <input style="width: 100px;" type="text" value="Exception Location"/>  |   |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br><br>Per conversations with your office, Axia Energy, LLC respectfully requests an Exception Location for the subject well per the attached letter.  |   |  |
| <b>Approved by the<br/>Utah Division of<br/>Oil, Gas and Mining</b><br><br><b>Date:</b> June 12, 2013<br><br><b>By:</b>   |   |  |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner  |   | <b>PHONE NUMBER</b><br>720 746-5209                        |
| <b>SIGNATURE</b><br>N/A   |   | <b>TITLE</b><br>Project Manager                            |
| <b>DATE</b><br>5/23/2013  |   |  |



May 22, 2013

Mr. Dustin Doucet  
Utah Division of Oil, Gas & Mining  
1594 West North Temple  
Salt Lake City, Utah 84116

RE: **Request for Exception Location**  
Three Rivers 16-22-820 (API # 43047532300000)  
NENW Sec 16-T8S-R20E  
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully requests an exception location for the above referenced well.

Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around the wellbore of the captioned well. In addition, the State mineral ownership is also consistent.

The request is necessary for optimal well placement and to maximize the number of potential wells to be drilled from a single surface disturbance when considering directional drilling constraints. The proposed BHL of 1356' FNL & 1,980' FWL of Section 16, T8S/R20E gives an inter-well distance of 856' to the nearest proposed well.

We shall therefore appreciate your granting Axia's exception location request.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,  
AXIA ENERGY, LLC

Jess Peonio  
Senior Drilling Engineer & Regulatory Manager

**T8S, R20E, S.L.B.&M.****AXIA ENERGY**

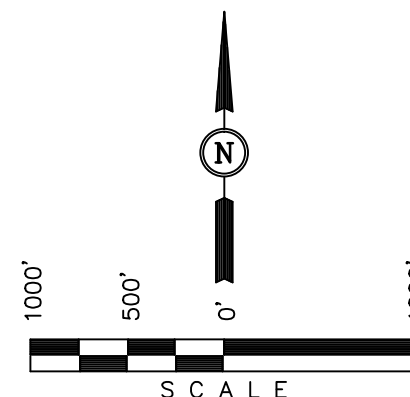
Well location, THREE RIVERS #16-22-820, located as shown in the NE 1/4 NW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

**BASIS OF BEARINGS**

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

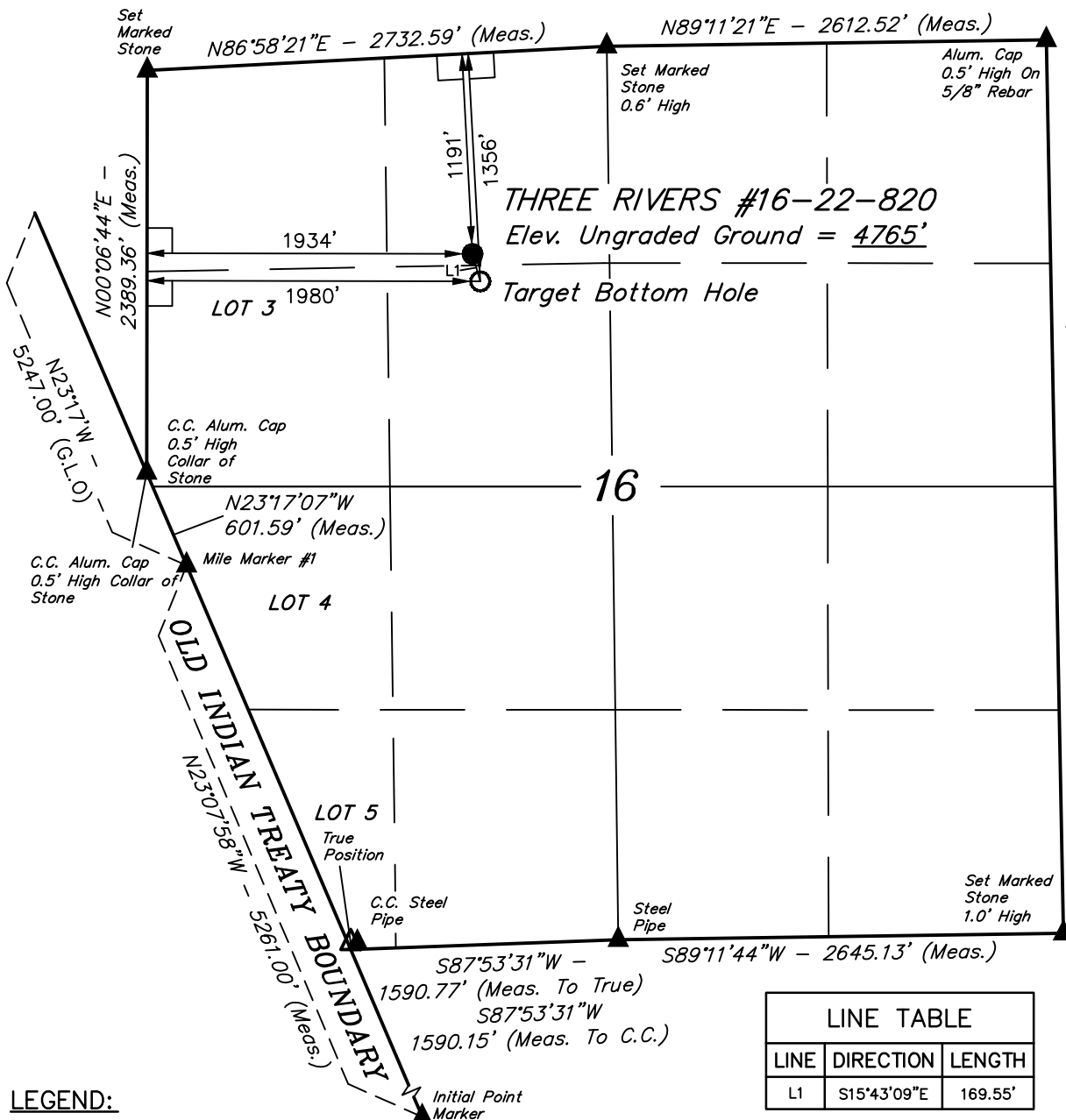
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
04-25-13

REV: 04-23-13  
REV: 04-17-13  
REV: 02-22-13

**UINTAH ENGINEERING & LAND SURVEYING**  
**85 SOUTH 200 EAST - VERNAL, UTAH 84078**  
**(435) 789-1017**

|                         |                            |                         |
|-------------------------|----------------------------|-------------------------|
| SCALE<br>1" = 1000'     | DATE SURVEYED:<br>07-25-12 | DATE DRAWN:<br>08-07-12 |
| PARTY<br>G.O. S.R. K.O. | REFERENCES<br>G.L.O. PLAT  |                         |
| WEATHER<br>HOT          | FILE<br>AXIA ENERGY        |                         |



| NAD 83 (TARGET BOTTOM HOLE)            |  | NAD 83 (SURFACE LOCATION)              |  |
|--|--|--|--|
| LATITUDE = 40°07'33.57" (40.125992)    |  | LATITUDE = 40°07'35.18" (40.126439)    |  |
| LONGITUDE = 109°40'33.51" (109.675975) |  | LONGITUDE = 109°40'34.10" (109.676139) |  |
| NAD 27 (TARGET BOTTOM HOLE)            |  | NAD 27 (SURFACE LOCATION)              |  |
| LATITUDE = 40°07'33.70" (40.126028)    |  | LATITUDE = 40°07'35.32" (40.126478)    |  |
| LONGITUDE = 109°40'31.01" (109.675281) |  | LONGITUDE = 109°40'31.60" (109.675444) |  |

**Axia Energy**

Three Rivers 16-22-820  
 Uintah County, Utah  
 Revision #1

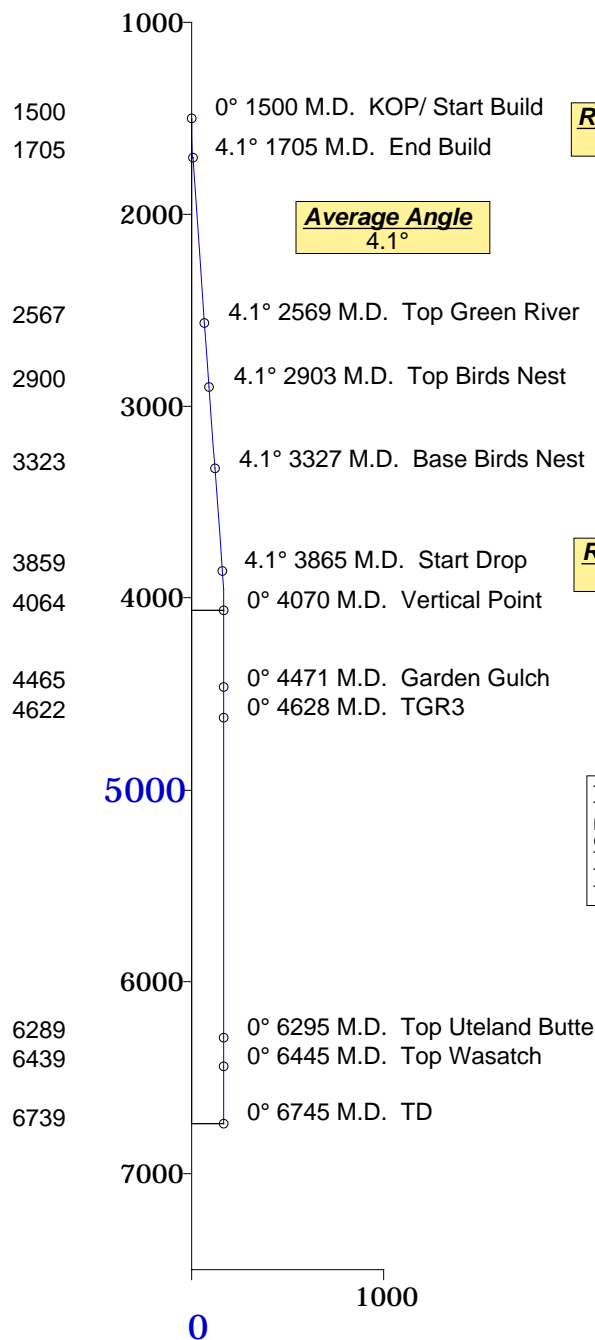
**Horizontal Plan**  
 1" = 50'



**Surface Location**  
 Y=7220007.15'  
 X=2150348.7'  
 NAD83

**Plane of Proposal**  
 163.12° Azimuth

**Vertical Section**  
 1" = 1000'



|                   |           |
|-------------------|-----------|
| Top Green River   | 2567' TVD |
| Top Birds Nest    | 2900' TVD |
| Base Birds Nest   | 3323' TVD |
| Garden Gulch      | 4465' TVD |
| TGR3              | 4622' TVD |
| Top Uteland Butte | 6289' TVD |
| Top Wasatch       | 6439' TVD |

**Vertical Point**  
 6169.24' Displacement from S/L  
 @ 163.12° Azimuth from S/L  
 South-161.95' East-49.14' of S/L  
 TVD-4064' MD-4070'  
 Y=7219817.3', X=2150420.2'  
**TD**  
 TVD-6289' MD-6295'



05-21-2013

RECEIVED: May. 23, 2013

## Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-22-820  
Uintah County, Utah  
Revision #1



Page: 1

Minimum of Curvature  
Slot Location: 7219979.27', 2150371.02'  
Plane of Vertical Section: 163.12°

| Measured<br>Depth<br>Feet | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES |                     | LAMBERT<br>COORDINATES |           | Vertical<br>Section<br>Feet | CLOSURES         |                  | Dogleg<br>Severity<br>Deg/100' |
|---------------------------|------------------------|------------------------------|-----------------------------------|----------------------------|---------------------|------------------------|-----------|-----------------------------|------------------|------------------|--------------------------------|
|                           |                        |                              |                                   | North(-South)<br>Feet      | East(-West)<br>Feet | Y<br>Feet              | X<br>Feet |                             | Distance<br>Feet | Direction<br>Deg |                                |
| 1500.00                   | 0.00                   | 0.00                         | 1500.00                           | 0.00                       | 0.00                | 7219979.3              | 2150371.0 | 0.00                        | 0.00             | 0.00             | 0.00                           |
| KOP/ Start Build          |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 1600.00                   | 2.00                   | 163.12                       | 1599.98                           | -1.67                      | 0.51                | 7219977.6              | 2150371.5 | 1.75                        | 1.75             | 163.12           | 2.00                           |
| 1700.00                   | 4.00                   | 163.12                       | 1699.84                           | -6.68                      | 2.03                | 7219972.6              | 2150373.0 | 6.98                        | 6.98             | 163.12           | 2.00                           |
| 1705.19                   | 4.10                   | 163.12                       | 1705.01                           | -7.03                      | 2.13                | 7219972.2              | 2150373.2 | 7.35                        | 7.35             | 163.12           | 2.00                           |
| End Build                 |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 2205.19                   | 4.10                   | 163.12                       | 2203.73                           | -41.27                     | 12.52               | 7219938.0              | 2150383.5 | 43.13                       | 43.13            | 163.12           | 0.00                           |
| 2569.39                   | 4.10                   | 163.12                       | 2567.00                           | -66.21                     | 20.09               | 7219913.1              | 2150391.1 | 69.19                       | 69.19            | 163.12           | 0.00                           |
| Top Green River           |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 2705.19                   | 4.10                   | 163.12                       | 2702.45                           | -75.51                     | 22.91               | 7219903.8              | 2150393.9 | 78.91                       | 78.91            | 163.12           | 0.00                           |
| 2903.25                   | 4.10                   | 163.12                       | 2900.00                           | -89.08                     | 27.03               | 7219890.2              | 2150398.1 | 93.09                       | 93.09            | 163.12           | 0.00                           |
| Top Birds Nest            |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 3205.19                   | 4.10                   | 163.12                       | 3201.17                           | -109.75                    | 33.30               | 7219869.5              | 2150404.3 | 114.70                      | 114.70           | 163.12           | 0.00                           |
| 3327.33                   | 4.10                   | 163.12                       | 3323.00                           | -118.12                    | 35.84               | 7219861.2              | 2150406.9 | 123.44                      | 123.44           | 163.12           | 0.00                           |
| Base Birds Nest           |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 3705.19                   | 4.10                   | 163.12                       | 3699.88                           | -144.00                    | 43.69               | 7219835.3              | 2150414.7 | 150.48                      | 150.48           | 163.12           | 0.00                           |
| 3864.70                   | 4.10                   | 163.12                       | 3858.99                           | -154.92                    | 47.01               | 7219824.4              | 2150418.0 | 161.90                      | 161.90           | 163.12           | 0.00                           |
| Start Drop                |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 3964.70                   | 2.10                   | 163.12                       | 3958.84                           | -160.10                    | 48.58               | 7219819.2              | 2150419.6 | 167.31                      | 167.31           | 163.12           | 2.00                           |
| 4064.70                   | 0.10                   | 163.12                       | 4058.81                           | -161.94                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 2.00                           |
| 4069.89                   | 0.00                   | 163.12                       | 4064.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 2.00                           |
| Vertical Point            |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 4470.89                   | 0.00                   | 163.12                       | 4465.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 0.00                           |
| Garden Gulch              |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 4627.89                   | 0.00                   | 163.12                       | 4622.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 0.00                           |
| TGR3                      |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 6294.89                   | 0.00                   | 163.12                       | 6289.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 0.00                           |
| Top Uteland Butte         |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |

## Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-22-820  
Uintah County, Utah  
Revision #1



Page: 2

Minimum of Curvature  
Slot Location: 7219979.27', 2150371.02'  
Plane of Vertical Section: 163.12°

| Measured<br>Depth<br>Feet                                  | BORE<br>Inc<br>Degrees | HOLE<br>Direction<br>Degrees | True<br>Vertical<br>Depth<br>Feet | RECTANGULAR<br>COORDINATES |                     | LAMBERT<br>COORDINATES |           | Vertical<br>Section<br>Feet | CLOSURES         |                  | Dogleg<br>Severity<br>Deg/100' |
|--|------------------------|------------------------------|-----------------------------------|----------------------------|---------------------|------------------------|-----------|-----------------------------|------------------|------------------|--------------------------------|
|  |                        |                              |                                   | North(-South)<br>Feet      | East(-West)<br>Feet | Y<br>Feet              | X<br>Feet |                             | Distance<br>Feet | Direction<br>Deg |                                |
| 6444.89  | 0.00                   | 163.12                       | 6439.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 0.00                           |
| Top Wasatch  |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| 6744.89  | 0.00                   | 163.12                       | 6739.00                           | -161.95                    | 49.14               | 7219817.3              | 2150420.2 | 169.24                      | 169.24           | 163.12           | 0.00                           |
| TD   |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |
| Final Station Closure Distance: 169.24' Direction: 163.12° |                        |                              |                                   |                            |                     |                        |           |                             |                  |                  |                                |

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.   |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA  |  |  |
| <b>TYPE OF SUBMISSION</b>  | <b>TYPE OF ACTION</b>  |  |
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:   | <input type="checkbox"/> ACIDIZE<br><input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS<br><input type="checkbox"/> CHANGE WELL STATUS<br><input type="checkbox"/> DEEPEN<br><input type="checkbox"/> OPERATOR CHANGE<br><input type="checkbox"/> PRODUCTION START OR RESUME<br><input type="checkbox"/> REPERFORATE CURRENT FORMATION<br><input type="checkbox"/> TUBING REPAIR<br><input type="checkbox"/> WATER SHUTOFF<br><input type="checkbox"/> WILDCAT WELL DETERMINATION |  |
| <input checked="" type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:<br>6/17/2013   | <input type="checkbox"/> ALTER CASING<br><input type="checkbox"/> CHANGE TUBING<br><input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br><input type="checkbox"/> FRACTURE TREAT<br><input type="checkbox"/> PLUG AND ABANDON<br><input type="checkbox"/> RECLAMATION OF WELL SITE<br><input type="checkbox"/> SIDETRACK TO REPAIR WELL<br><input type="checkbox"/> VENT OR FLARE<br><input type="checkbox"/> SI TA STATUS EXTENSION<br><input type="checkbox"/> OTHER                |  |
| <input type="checkbox"/> SPUD REPORT<br>Date of Spud:  | <input type="checkbox"/> CASING REPAIR<br><input type="checkbox"/> CHANGE WELL NAME<br><input type="checkbox"/> CONVERT WELL TYPE<br><input type="checkbox"/> NEW CONSTRUCTION<br><input type="checkbox"/> PLUG BACK<br><input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br><input type="checkbox"/> TEMPORARY ABANDON<br><input type="checkbox"/> WATER DISPOSAL<br><input type="checkbox"/> APD EXTENSION   |  |
| <input type="checkbox"/> DRILLING REPORT<br>Report Date:   | OTHER: <input style="width: 100px;" type="text"/>  |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br>Axia Energy, LLC previously received permission to commingle the Wasatch and Green River formations. However, there was a change in plans and we only completed the Green River formation. Bottom Perf: 6,369' Top of Wasatch: 6,390' Please update Entity Action Number 18961 to GRRV |  |  |
| <b>Approved by the<br/>Utah Division of<br/>Oil, Gas and Mining</b><br><br><b>Date:</b> July 01, 2013<br><b>By:</b> <u>Derek Duff</u>  |  |  |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner   |  | <b>PHONE NUMBER</b><br>720 746-5209                        |
| <b>SIGNATURE</b><br>N/A  |  | <b>TITLE</b><br>Project Manager                            |
| <b>DATE</b><br>6/27/2013   |  |  |

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| TYPE OF SUBMISSION   | TYPE OF ACTION   |   |   |  |
|--|--|---|---|--|
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:   | <input type="checkbox"/> ACIDIZE                               | <input type="checkbox"/> ALTER CASING                   | <input type="checkbox"/> CASING REPAIR                  |  |
| <input type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:           | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS              | <input type="checkbox"/> CHANGE TUBING                  | <input type="checkbox"/> CHANGE WELL NAME               |  |
| <input type="checkbox"/> SPUD REPORT<br>Date of Spud:                            | <input type="checkbox"/> CHANGE WELL STATUS                    | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS | <input type="checkbox"/> CONVERT WELL TYPE              |  |
| <input checked="" type="checkbox"/> DRILLING REPORT<br>Report Date:<br>9/19/2013 | <input type="checkbox"/> DEEPEN                                | <input type="checkbox"/> FRACTURE TREAT                 | <input type="checkbox"/> NEW CONSTRUCTION               |  |
|  | <input type="checkbox"/> OPERATOR CHANGE                       | <input type="checkbox"/> PLUG AND ABANDON               | <input type="checkbox"/> PLUG BACK                      |  |
|  | <input checked="" type="checkbox"/> PRODUCTION START OR RESUME | <input type="checkbox"/> RECLAMATION OF WELL SITE       | <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION |  |
|  | <input type="checkbox"/> REPERFORATE CURRENT FORMATION         | <input type="checkbox"/> SIDETRACK TO REPAIR WELL       | <input type="checkbox"/> TEMPORARY ABANDON              |  |
|  | <input type="checkbox"/> TUBING REPAIR                         | <input type="checkbox"/> VENT OR FLARE                  | <input type="checkbox"/> WATER DISPOSAL                 |  |
|  | <input type="checkbox"/> WATER SHUTOFF                         | <input type="checkbox"/> SI TA STATUS EXTENSION         | <input type="checkbox"/> APD EXTENSION                  |  |
|  | <input type="checkbox"/> WILDCAT WELL DETERMINATION            | <input type="checkbox"/> OTHER                          | OTHER: <input style="width: 100px;" type="text"/>       |  |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.  
 SPUD 03/22/13: MIRU Pete Martin. Drilled and set 120' conductor csg. Cemented to surface. SET SURF CSG 04/12/13: MIRU Pro-Petro. Drilled and set 1005' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 05/26/13: MIRU Capstar Drilling. Drilled to TD. Set and cemented 6753' 5-1/2" prod csg. DATE TD REACHED: 05/31/13 DRLG RIG RELEASED: 05/31/13 TMD: 6,765' TVD: 6,759' COMP START DATE: 06/17/13 1st PROD DATE: 06/27/13 FORMATION: GREEN RIVER

**Accepted by the  
Utah Division of  
Oil, Gas and Mining**

**FOR RECORD ONLY**

October 02, 2013

|  |                                     |                                 |
|--|-------------------------------------|---------------------------------|
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner | <b>PHONE NUMBER</b><br>720 746-5209 | <b>TITLE</b><br>Project Manager |
| <b>SIGNATURE</b><br>N/A                    | <b>DATE</b><br>9/18/2013            |                                 |

|   |   |  |
|---|---|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING   |   | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.  |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well  |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC  |   | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S   |   | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext  |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH  |   | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |  |
| <b>TYPE OF SUBMISSION</b>   | <b>TYPE OF ACTION</b>   |  |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br>10/1/2013<br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date:   | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/> <input type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/> <input type="checkbox"/> CHANGE WELL STATUS<br/> <input type="checkbox"/> DEEPEN<br/> <input type="checkbox"/> OPERATOR CHANGE<br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/> <input type="checkbox"/> TUBING REPAIR<br/> <input type="checkbox"/> WATER SHUTOFF<br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/> <input type="checkbox"/> CHANGE TUBING<br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/> <input type="checkbox"/> FRACTURE TREAT<br/> <input type="checkbox"/> PLUG AND ABANDON<br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/> <input type="checkbox"/> VENT OR FLARE<br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/> <input checked="" type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/> <input type="checkbox"/> CHANGE WELL NAME<br/> <input type="checkbox"/> CONVERT WELL TYPE<br/> <input type="checkbox"/> NEW CONSTRUCTION<br/> <input type="checkbox"/> PLUG BACK<br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/> <input type="checkbox"/> TEMPORARY ABANDON<br/> <input type="checkbox"/> WATER DISPOSAL<br/> <input type="checkbox"/> APD EXTENSION         </div> </div> |  |
| OTHER: <span style="border: 1px solid black; padding: 2px;">Central Tank Facility</span>  |   |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br><div style="display: flex; justify-content: space-between;"> <div style="width: 60%;">           NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49319 See Attached for Proposal and Allocation Diagram         </div> <div style="width: 35%; text-align: right;"> <p style="color: red; font-weight: bold;">Approved by the<br/>Utah Division of<br/>Oil, Gas and Mining</p> <p style="color: red; font-weight: bold;">Date: <u>October 08, 2013</u></p> <p style="color: red; font-weight: bold;">By: <u><i>Derek Duff</i></u></p> </div> </div> |   |  |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner  | <b>PHONE NUMBER</b><br>720 746-5209   | <b>TITLE</b><br>Project Manager                            |
| <b>SIGNATURE</b><br>N/A   | <b>DATE</b><br>9/11/2013  |  |

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:

Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

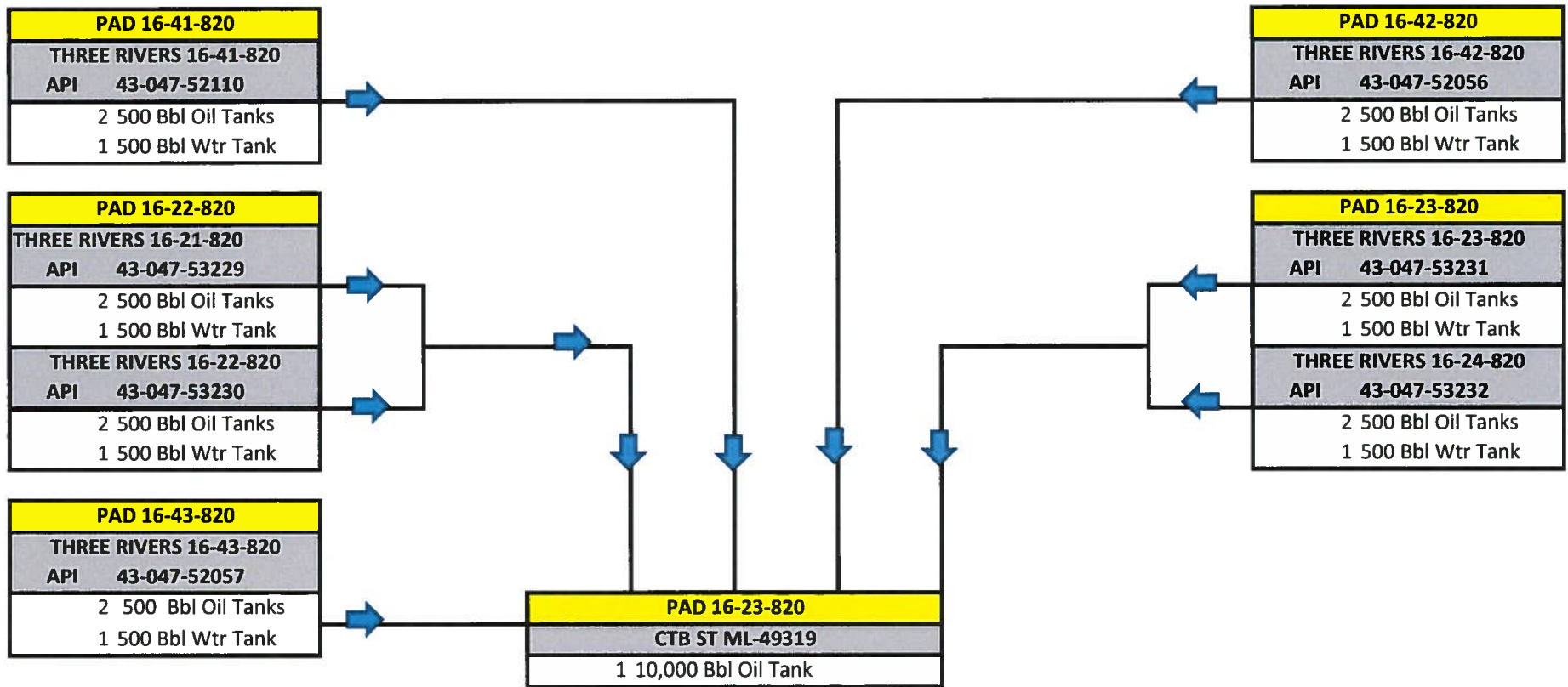
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:


- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

**NAME:** THREE RIVERS CTB ST ML-49319  
**DESC:** THREE RIVERS WELLS IN SECTION 16 OF TOWNSHIP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY  
 BASED ON COMMON INTEREST/LEASE NO  
**LEASE:** STATE LEASE ML-49319



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket. Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

|   |   |  |
|---|---|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING   |   | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.  |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well  |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC  |   | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S   |   | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext  |   | <b>9. FIELD and POOL or WILDCAT:</b><br>UNDESIGNATED       |
| <b>COUNTY:</b><br>UINTAH  |   | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |  |
| <b>TYPE OF SUBMISSION</b>   | <b>TYPE OF ACTION</b>   |  |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>8/1/2013</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date: | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/> <input type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/> <input type="checkbox"/> CHANGE WELL STATUS<br/> <input type="checkbox"/> DEEPEN<br/> <input type="checkbox"/> OPERATOR CHANGE<br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/> <input type="checkbox"/> TUBING REPAIR<br/> <input type="checkbox"/> WATER SHUTOFF<br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/> <input type="checkbox"/> CHANGE TUBING<br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/> <input type="checkbox"/> FRACTURE TREAT<br/> <input type="checkbox"/> PLUG AND ABANDON<br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/> <input type="checkbox"/> VENT OR FLARE<br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/> <input checked="" type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/> <input type="checkbox"/> CHANGE WELL NAME<br/> <input type="checkbox"/> CONVERT WELL TYPE<br/> <input type="checkbox"/> NEW CONSTRUCTION<br/> <input type="checkbox"/> PLUG BACK<br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/> <input type="checkbox"/> TEMPORARY ABANDON<br/> <input type="checkbox"/> WATER DISPOSAL<br/> <input type="checkbox"/> APD EXTENSION         </div> </div> |  |
| OTHER: <input style="width: 100%;" type="text" value="Variance Request"/>   |   |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br>Please see attached document.   |   |  |
| <b>Approved by the<br/>Utah Division of<br/>Oil, Gas and Mining</b><br><br><b>Date:</b> <u>November 05, 2013</u><br><br><b>By:</b> <u></u>   |   |  |
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner  |   | <b>PHONE NUMBER</b><br>720 746-5209                        |
| <b>SIGNATURE</b><br>N/A   |   | <b>TITLE</b><br>Project Manager                            |
| <b>DATE</b><br>9/12/2013  |   |  |

Three Rivers #16-22-820

Notice of Intent start: Aug 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer ROW approval and construction to send the gas to sales. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, c) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and d) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Sept., '13) monthly flaring volume for the subject well was 2,548 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

**Request to Transfer Application or Permit to Drill**

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

|   |   |
|---|---|
| <b>Well name:</b>                               | See Attached List   |
| <b>API number:</b>                              |   |
| <b>Location:</b>                                | Qtr-Qtr:                      Section:                      Township:                      Range: |
| <b>Company that filed original application:</b> | Don Hamilton - Star Point Enterprises for Axia Energy, LLC  |
| <b>Date original permit was issued:</b>         |   |
| <b>Company that permit was issued to:</b>       | Axia Energy, LLC  |

| Check one | Desired Action:   |
|-----------|---|
|           | <b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>  |
|           | The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application. |
| ✓         | <b>Transfer approved Application for Permit to Drill to new operator</b>  |
|           | The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.   |

| Following is a checklist of some items related to the application, which should be verified.  | Yes | No |
|---|-----|----|
| If located on private land, has the ownership changed?  |     | ✓  |
| If so, has the surface agreement been updated?  |     | ✓  |
| Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?                           |     | ✓  |
| Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?                                      |     | ✓  |
| Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?                                      |     | ✓  |
| Has the approved source of water for drilling changed?  |     | ✓  |
| Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? |     | ✓  |
| Is bonding still in place, which covers this proposed well? Bond No. _____  |     | ✓  |

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED  
DEC 16 2013  
DIV. OF OIL, GAS & MINING

Name (please print) Mary Sharon Balakas Title Attorney in Fact  
Signature Mary Sharon Balakas Date 12/11/13  
Representing (company name) Ultra Resources

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Division of Oil, Gas and Mining  
**OPERATOR CHANGE WORKSHEET (for state use only)**

**ROUTING**  
 CDW

**X - Change of Operator (Well Sold)**

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

**10/1/2013**

|   |  |
|---|--|
| <b>FROM:</b> (Old Operator):<br>N3765-Axia Energy, LLC<br>1430 Larimer Street, Suite 400<br>Denver, CO 80202<br><br>Phone: 1 (720) 746-5200 | <b>TO:</b> ( New Operator):<br>N4045-Ultra Resources, Inc.<br>304 Inverness Way South, Suite 295<br>Englewood, CO 80112<br><br>Phone: 1 (303) 645-9810 |
|---|--|

| CA No.            |             |  |  | Unit:  | N/A       |            |           |             |
|-------------------|-------------|--|--|--------|-----------|------------|-----------|-------------|
| WELL NAME         | SEC TWN RNG |  |  | API NO | ENTITY NO | LEASE TYPE | WELL TYPE | WELL STATUS |
| See Attached List |             |  |  |        |           |            |           |             |

**OPERATOR CHANGES DOCUMENTATION**

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/14/2014
- a. Is the new operator registered in the State of Utah: \_\_\_\_\_ Business Number: 8861713-0143
- 5a. (R649-9-2)Waste Management Plan has been received on: N/A
- 5b. Inspections of LA PA state/fee well sites complete on: N/A
- 5c. Reports current for Production/Disposition & Sundries on: 1/14/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA
- Federal and Indian Units:**  
The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**  
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

**DATA ENTRY:**

- Changes entered in the **Oil and Gas Database** on: 1/14/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 1/14/2014
- Bond information entered in RBDMS on: 1/14/2014
- Fee/State wells attached to bond in RBDMS on: 1/14/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 1/14/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: Yes

**BOND VERIFICATION:**

- Federal well(s) covered by Bond Number: 22046400
- Indian well(s) covered by Bond Number: 22046400
- 3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398
- 3b. The **FORMER** operator has requested a release of liability from their bond on: Not Yet

**LEASE INTEREST OWNER NOTIFICATION:**

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/14/2014

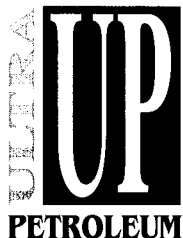
**COMMENTS:**

## Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

| Well Name                       | Sec | TWN  | RNG  | API Number | Entity | Mineral Lease | Well Type | Well Status |
|---------------------------------|-----|------|------|------------|--------|---------------|-----------|-------------|
| THREE RIVERS 2-41-820           | 2   | 080S | 200E | 4304752686 |        | State         | OW        | APD         |
| THREE RIVERS 2-25-820           | 2   | 080S | 200E | 4304752690 |        | State         | OW        | APD         |
| THREE RIVERS 36-21-720          | 36  | 070S | 200E | 4304752698 |        | State         | OW        | APD         |
| THREE RIVERS 36-13-720          | 36  | 070S | 200E | 4304752699 |        | State         | OW        | APD         |
| THREE RIVERS FEDERAL 3-54-820   | 3   | 080S | 200E | 4304752860 |        | Federal       | OW        | APD         |
| THREE RIVERS FEDERAL 3-33-820   | 3   | 080S | 200E | 4304752864 |        | Federal       | OW        | APD         |
| THREE RIVERS FED 35-34-720      | 35  | 070S | 200E | 4304753006 |        | Federal       | OW        | APD         |
| THREE RIVERS FED 35-42-720      | 35  | 070S | 200E | 4304753007 |        | Federal       | OW        | APD         |
| THREE RIVERS FED 35-44-720      | 35  | 070S | 200E | 4304753008 |        | Federal       | OW        | APD         |
| Three Rivers 2-32-820           | 2   | 080S | 200E | 4304753274 |        | State         | OW        | APD         |
| Three Rivers 18-21-821          | 18  | 080S | 210E | 4304753276 |        | Fee           | OW        | APD         |
| Three Rivers 18-31-821          | 18  | 080S | 210E | 4304753277 |        | Fee           | OW        | APD         |
| Three Rivers 27-34-720          | 34  | 070S | 200E | 4304753278 |        | Fee           | OW        | APD         |
| Three Rivers 34-31T-720         | 34  | 070S | 200E | 4304753281 |        | Fee           | OW        | APD         |
| Three Rivers Federal 35-14-720  | 35  | 070S | 200E | 4304753553 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-13-720  | 35  | 070S | 200E | 4304753554 |        | Federal       | OW        | APD         |
| Three Rivers 7-34-821           | 7   | 080S | 210E | 4304753558 |        | Fee           | OW        | APD         |
| Three Rivers 7-23-821           | 7   | 080S | 210E | 4304753559 |        | Fee           | OW        | APD         |
| Three Rivers 7-21-821           | 7   | 080S | 210E | 4304753560 |        | Fee           | OW        | APD         |
| Three Rivers 7-22-821           | 7   | 080S | 210E | 4304753561 |        | Fee           | OW        | APD         |
| Three Rivers 7-12-821           | 7   | 080S | 210E | 4304753562 |        | Fee           | OW        | APD         |
| Three Rivers 18-22-821          | 18  | 080S | 210E | 4304753620 |        | Fee           | OW        | APD         |
| Three Rivers 18-32-821          | 18  | 080S | 210E | 4304753621 |        | Fee           | OW        | APD         |
| Three Rivers D                  | 16  | 080S | 200E | 4304753702 |        | State         | WD        | APD         |
| Three Rivers Federal 4-41-820   | 4   | 080S | 200E | 4304753911 |        | Federal       | OW        | APD         |
| Three Rivers Federal 4-42-820   | 4   | 080S | 200E | 4304753913 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-12-820   | 4   | 080S | 200E | 4304753914 |        | Federal       | OW        | APD         |
| Three Rivers Federal 34-42-720  | 35  | 070S | 200E | 4304753915 |        | Federal       | OW        | APD         |
| Three Rivers Federal 34-43-720  | 35  | 070S | 200E | 4304753916 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-12-720  | 35  | 070S | 200E | 4304753917 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-43-720  | 35  | 070S | 200E | 4304753918 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-442-720 | 35  | 070S | 200E | 4304753919 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-21-720  | 35  | 070S | 200E | 4304753943 |        | Federal       | OW        | APD         |
| Three Rivers Federal 35-11-720  | 35  | 070S | 200E | 4304753944 |        | Federal       | OW        | APD         |
| Three Rivers 2-24-820           | 2   | 080S | 200E | 4304753945 |        | State         | OW        | APD         |
| Three Rivers 2-223-820          | 2   | 080S | 200E | 4304753946 |        | State         | OW        | APD         |
| Three Rivers 2-21-820           | 2   | 080S | 200E | 4304753947 |        | State         | OW        | APD         |
| Three Rivers 2-22-820           | 2   | 080S | 200E | 4304753948 |        | State         | OW        | APD         |
| Three Rivers 32-42-720          | 32  | 070S | 200E | 4304753949 |        | Fee           | OW        | APD         |
| Three Rivers Federal 3-13-820   | 3   | 080S | 200E | 4304753951 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-14-820   | 3   | 080S | 200E | 4304753952 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-23-820   | 3   | 080S | 200E | 4304753953 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-24-820   | 3   | 080S | 200E | 4304753954 |        | Federal       | OW        | APD         |
| Three Rivers 4-13-820           | 5   | 080S | 200E | 4304753956 |        | Federal       | OW        | APD         |
| Three Rivers Federal 5-43-820   | 5   | 080S | 200E | 4304753957 |        | Federal       | OW        | APD         |
| Three Rivers Federal 5-42-820   | 5   | 080S | 200E | 4304753958 |        | Federal       | OW        | APD         |
| Three Rivers Federal 5-11-820   | 5   | 080S | 200E | 4304754204 |        | Federal       | OW        | APD         |
| Three Rivers Federal 5-21-820   | 5   | 080S | 200E | 4304754205 |        | Federal       | OW        | APD         |
| Three Rivers Federal 8-31-820   | 8   | 080S | 200E | 4304754211 |        | Federal       | OW        | APD         |
| Three Rivers Federal 8-41-820   | 8   | 080S | 200E | 4304754212 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-34-820   | 3   | 080S | 200E | 4304754213 |        | Federal       | OW        | APD         |
| Three Rivers Federal 3-44-820   | 3   | 080S | 200E | 4304754214 |        | Federal       | OW        | APD         |
| THREE RIVERS 32-34-720          | 32  | 070S | 200E | 4304752735 | 19249  | Fee           | OW        | DRL         |
| THREE RIVERS FEDERAL 8-52-820   | 8   | 080S | 200E | 4304752770 | 19156  | Federal       | OW        | DRL         |
| THREE RIVERS 4-14-820           | 5   | 080S | 200E | 4304752863 | 19183  | Fee           | OW        | DRL         |
| THREE RIVERS FED 10-42-820      | 10  | 080S | 200E | 4304752949 | 19310  | Federal       | OW        | DRL         |
| THREE RIVERS FED 3-11-820       | 34  | 070S | 200E | 4304752950 | 19184  | Federal       | OW        | DRL         |
| Three Rivers 16-21-820          | 16  | 080S | 200E | 4304753229 | 19024  | State         | OW        | DRL         |
| Three Rivers 16-22-820          | 16  | 080S | 200E | 4304753230 | 18961  | State         | OW        | DRL         |

## Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

|                                |    |      |      |            |       |         |    |     |
|--------------------------------|----|------|------|------------|-------|---------|----|-----|
| Three Rivers Federal 34-35-720 | 34 | 070S | 200E | 4304753282 | 19287 | Federal | OW | DRL |
| Three Rivers Federal 34-25-720 | 34 | 070S | 200E | 4304753283 | 19288 | Federal | OW | DRL |
| Three Rivers Federal 10-32-820 | 10 | 080S | 200E | 4304753415 | 19275 | Federal | OW | DRL |
| Three Rivers Federal 10-31-820 | 10 | 080S | 200E | 4304753437 | 19276 | Federal | OW | DRL |
| Three Rivers 16-34-820         | 16 | 080S | 200E | 4304753472 | 19278 | State   | OW | DRL |
| Three Rivers 16-44-820         | 16 | 080S | 200E | 4304753473 | 19268 | State   | OW | DRL |
| Three Rivers 16-11-820         | 16 | 080S | 200E | 4304753474 | 19262 | State   | OW | DRL |
| Three Rivers 16-12-820         | 16 | 080S | 200E | 4304753475 | 19263 | State   | OW | DRL |
| Three Rivers 16-32-820         | 16 | 080S | 200E | 4304753494 | 19185 | State   | OW | DRL |
| Three Rivers 16-31-820         | 16 | 080S | 200E | 4304753495 | 19269 | State   | OW | DRL |
| Three Rivers 16-33-820         | 16 | 080S | 200E | 4304753496 | 19161 | State   | OW | DRL |
| THREE RIVERS FED 10-30-820     | 10 | 080S | 200E | 4304753555 | 19169 | Federal | OW | DRL |
| Three Rivers Federal 9-41-820  | 10 | 080S | 200E | 4304753556 | 19170 | Federal | OW | DRL |
| Three Rivers Federal 33-13-720 | 33 | 070S | 200E | 4304753723 | 19222 | Federal | OW | DRL |
| Three Rivers Federal 33-12-720 | 33 | 070S | 200E | 4304753724 | 19250 | Federal | OW | DRL |
| Three Rivers 32-3333-720       | 32 | 070S | 200E | 4304753950 | 19251 | Fee     | OW | DRL |
| THREE RIVERS 36-11-720         | 36 | 070S | 200E | 4304751915 | 18355 | State   | OW | P   |
| THREE RIVERS 2-11-820          | 2  | 080S | 200E | 4304751936 | 18354 | State   | OW | P   |
| THREE RIVERS 34-31-720         | 34 | 070S | 200E | 4304752012 | 18326 | Fee     | OW | P   |
| THREE RIVERS 16-42-820         | 16 | 080S | 200E | 4304752056 | 18682 | State   | OW | P   |
| THREE RIVERS 16-43-820         | 16 | 080S | 200E | 4304752057 | 18683 | State   | OW | P   |
| THREE RIVERS 16-41-820         | 16 | 080S | 200E | 4304752110 | 18356 | State   | OW | P   |
| THREE RIVERS 2-51-820          | 2  | 080S | 200E | 4304752685 | 18941 | State   | OW | P   |
| THREE RIVERS 2-13-820          | 2  | 080S | 200E | 4304752687 | 19014 | State   | OW | P   |
| THREE RIVERS 2-23-820          | 2  | 080S | 200E | 4304752688 | 19015 | State   | OW | P   |
| THREE RIVERS 2-15-820          | 2  | 080S | 200E | 4304752689 | 18770 | State   | OW | P   |
| THREE RIVERS 36-31-720         | 36 | 070S | 200E | 4304752697 | 19086 | State   | OW | P   |
| THREE RIVERS 32-25-720         | 32 | 070S | 200E | 4304752718 | 19033 | Fee     | OW | P   |
| THREE RIVERS 36-23-720         | 36 | 070S | 200E | 4304752733 | 18769 | State   | OW | P   |
| THREE RIVERS 32-33-720         | 32 | 070S | 200E | 4304752734 | 19016 | Fee     | OW | P   |
| THREE RIVERS 32-15-720         | 32 | 070S | 200E | 4304752736 | 18767 | Fee     | OW | P   |
| THREE RIVERS 32-35-720         | 32 | 070S | 200E | 4304752737 | 18766 | Fee     | OW | P   |
| THREE RIVERS FEDERAL 8-53-820  | 8  | 080S | 200E | 4304752771 | 18992 | Federal | OW | P   |
| THREE RIVERS FEDERAL 3-53-820  | 3  | 080S | 200E | 4304752820 | 19104 | Federal | OW | P   |
| THREE RIVERS FEDERAL 3-32-820  | 3  | 080S | 200E | 4304752861 | 18942 | Federal | OW | P   |
| THREE RIVERS FEDERAL 5-56-820  | 5  | 080S | 200E | 4304752862 | 18993 | Federal | OW | P   |
| THREE RIVERS FED 4-31-820      | 4  | 080S | 200E | 4304752874 | 19023 | Federal | OW | P   |
| THREE RIVERS 4-21-820          | 4  | 080S | 200E | 4304752875 | 19048 | Federal | OW | P   |
| THREE RIVERS FED 34-23-720     | 34 | 070S | 200E | 4304752945 | 19049 | Federal | OW | P   |
| THREE RIVERS FED 34-33-720     | 34 | 070S | 200E | 4304752947 | 19050 | Federal | OW | P   |
| THREE RIVERS FED 10-41-820     | 10 | 080S | 200E | 4304752948 | 19137 | Federal | OW | P   |
| THREE RIVERS FED 34-15-720     | 34 | 070S | 200E | 4304752965 | 18960 | Federal | OW | P   |
| THREE RIVERS FED 35-32-720     | 35 | 070S | 200E | 4304753005 | 19138 | Federal | OW | P   |
| Three Rivers 16-23-820         | 16 | 080S | 200E | 4304753231 | 19037 | State   | OW | P   |
| Three Rivers 16-24-820         | 16 | 080S | 200E | 4304753232 | 19038 | State   | OW | P   |
| Three Rivers 2-33-820          | 2  | 080S | 200E | 4304753273 | 18943 | State   | OW | P   |
| Three Rivers 4-33-820          | 4  | 080S | 200E | 4304753528 | 19167 | Fee     | OW | P   |
| Three Rivers Federal 33-14-720 | 33 | 070S | 200E | 4304753551 | 19107 | Federal | OW | P   |
| Three Rivers Federal 4-32-820  | 4  | 080S | 200E | 4304753552 | 19168 | Federal | OW | P   |
| Three Rivers Federal 33-24-720 | 33 | 070S | 200E | 4304753557 | 19108 | Federal | OW | P   |
| Three Rivers 32-334-720        | 32 | 070S | 200E | 4304753710 | 19067 | Fee     | OW | P   |
| Three Rivers 5-31-820          | 32 | 070S | 200E | 4304753711 | 19068 | Fee     | OW | P   |
| Three Rivers Federal 33-11-720 | 32 | 070S | 200E | 4304753733 | 19109 | Federal | OW | P   |
| Three Rivers 32-32-720         | 32 | 070S | 200E | 4304753734 | 19087 | Fee     | OW | P   |
| Three Rivers 32-333-720        | 32 | 070S | 200E | 4304753735 | 19088 | Fee     | OW | P   |



# Ultra Resources, Inc.

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December 13, 2013

RECEIVED  
DEC 16 2013  
DIV. OF OIL, GAS & MINING

Division of Oil, Gas, and Mining  
1594 West North Temple  
Salt Lake City, UT 84116  
Attn: Rachel Medina

Re: Transfer of Operator  
Three Rivers Project Area  
Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:


- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
- 4) Statewide Surety Bond in the amount of \$120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email [msbalakas@ultrapetroleum.com](mailto:msbalakas@ultrapetroleum.com).

Sincerely,

  
Mary Sharon Balakas, CPL  
Director of Land

cc: Cindy Turner, Axia Energy, LLC

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

|   |  |   |
|---|--|---|
| 1. TYPE OF WELL<br>OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____ |  | 5. LEASE DESIGNATION AND SERIAL NUMBER:<br>See Attached Well List |
| 2. NAME OF OPERATOR:<br>Ultra Resources, Inc. N4045   |  | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME:                             |
| 3. ADDRESS OF OPERATOR:<br>304 Inverness Way South CITY Englewood STATE CO ZIP 80112                          |  | 7. UNIT or CA AGREEMENT NAME:                                     |
| 4. LOCATION OF WELL<br>FOOTAGES AT SURFACE: See Attached  |  | 8. WELL NAME and NUMBER:<br>See Attached Well List                |
| PHONE NUMBER:<br>(303) 645-9810   |  | 9. API NUMBER:  |
| QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:  |  | 10. FIELD AND POOL, OR WILDCAT:                                   |
| COUNTY: Uintah  |  | STATE: UTAH   |

| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |   |  |
|---|---|---|--|
| TYPE OF SUBMISSION  | TYPE OF ACTION  |   |  |
| <input checked="" type="checkbox"/> NOTICE OF INTENT<br>(Submit in Duplicate)<br>Approximate date work will start:<br>10/1/2013 | <input type="checkbox"/> ACIDIZE                        | <input type="checkbox"/> DEEPEN                           | <input type="checkbox"/> REPERFORATE CURRENT FORMATION |
| <input type="checkbox"/> SUBSEQUENT REPORT<br>(Submit Original Form Only)<br>Date of work completion:                           | <input type="checkbox"/> ALTER CASING                   | <input type="checkbox"/> FRACTURE TREAT                   | <input type="checkbox"/> SIDETRACK TO REPAIR WELL      |
|   | <input type="checkbox"/> CASING REPAIR                  | <input type="checkbox"/> NEW CONSTRUCTION                 | <input type="checkbox"/> TEMPORARILY ABANDON           |
|   | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS       | <input checked="" type="checkbox"/> OPERATOR CHANGE       | <input type="checkbox"/> TUBING REPAIR                 |
|   | <input type="checkbox"/> CHANGE TUBING                  | <input type="checkbox"/> PLUG AND ABANDON                 | <input type="checkbox"/> VENT OR FLARE                 |
|   | <input type="checkbox"/> CHANGE WELL NAME               | <input type="checkbox"/> PLUG BACK                        | <input type="checkbox"/> WATER DISPOSAL                |
|   | <input type="checkbox"/> CHANGE WELL STATUS             | <input type="checkbox"/> PRODUCTION (START/RESUME)        | <input type="checkbox"/> WATER SHUT-OFF                |
|   | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS | <input type="checkbox"/> RECLAMATION OF WELL SITE         | <input type="checkbox"/> OTHER: _____                  |
|   | <input type="checkbox"/> CONVERT WELL TYPE              | <input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION |  |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013

FROM:

Axia Energy, LLC

1430 Larimer Street

Suite 400

Denver, CO 80202

Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682

TO:

Ultra Resources, Inc.

304 Inverness Way South

Englewood, CO 80112

Bond Number: DOGM-022046398

BLM 022046400

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

RECEIVED

DEC 16 2013

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Mary Sharon Balakas TITLE Attorney in Fact  
SIGNATURE Mary Sharon Balakas DATE 12/11/13

APPROVED

(This space for State use only)

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR  
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

| State Well Name<br>List downloaded 12-10-13 | Axia Well Name<br>(for database sort<br>and consistency) | Sec | TWN  | RNG  | API Number | Entity | Mineral<br>Lease | Surface<br>Lease | Well<br>Type | State<br>Well<br>Status | Actual<br>Status @<br>12/12/13 | Submitted | Date<br>Apprvd<br>DOGM |
|---|--|-----|------|------|------------|--------|------------------|------------------|--------------|-------------------------|--------------------------------|-----------|------------------------|
| THREE RIVERS 2-11-820                       | Three Rivers 02-11-820                                   | 2   | 080S | 200E | 4304751936 | 18354  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 2-13-820                       | Three Rivers 02-13-820                                   | 2   | 080S | 200E | 4304752687 | 19014  | State            | State            | OW           | DRL                     | P                              |           | 08/27/12               |
| THREE RIVERS 2-15-820                       | Three Rivers 02-15-820                                   | 2   | 080S | 200E | 4304752689 | 18770  | State            | State            | OW           | P                       | P                              |           |                        |
| Three Rivers 2-21-820                       | Three Rivers 02-21-820                                   | 2   | 080S | 200E | 4304753947 |        | State            | State            | OW           | APD                     | APRVD                          |           | 10/15/13               |
| Three Rivers 2-223-820                      | Three Rivers 02-223-820                                  | 2   | 080S | 200E | 4304753946 |        | State            | State            | OW           | APD                     | APRVD                          |           | 10/15/13               |
| Three Rivers 2-22-820                       | Three Rivers 02-22-820                                   | 2   | 080S | 200E | 4304753948 |        | State            | State            | OW           | APD                     | APRVD                          |           | 10/15/13               |
| THREE RIVERS 2-23-820                       | Three Rivers 02-23-820                                   | 2   | 080S | 200E | 4304752688 | 19015  | State            | State            | OW           | DRL                     | P                              |           | 08/27/12               |
| Three Rivers 2-24-820                       | Three Rivers 02-24-820                                   | 2   | 080S | 200E | 4304753945 |        | State            | State            | OW           | APD                     | APRVD                          |           | 10/15/13               |
| THREE RIVERS 2-25-820                       | Three Rivers 02-25-820                                   | 2   | 080S | 200E | 4304752690 |        | State            | State            | OW           | APD                     | APRVD                          |           | 08/27/12               |
| Three Rivers 2-32-820                       | Three Rivers 02-32-820                                   | 2   | 080S | 200E | 4304753274 |        | State            | State            | OW           | APD                     | APRVD                          |           | 12/11/12               |
| Three Rivers 2-33-820                       | Three Rivers 02-33-820                                   | 2   | 080S | 200E | 4304753273 | 18943  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 2-41-820                       | Three Rivers 02-41-820                                   | 2   | 080S | 200E | 4304752686 |        | State            | State            | OW           | APD                     | APRVD                          |           | 08/27/12               |
| THREE RIVERS 2-51-820                       | Three Rivers 02-51-820                                   | 2   | 080S | 200E | 4304752685 | 18941  | State            | State            | OW           | P                       | P                              |           |                        |
| Three Rivers 4-13-820                       | Three Rivers 04-13-820                                   | 5   | 080S | 200E | 4304753956 |        | Fee              | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  |                        |
| THREE RIVERS 4-14-820                       | Three Rivers 04-14-820                                   | 5   | 080S | 200E | 4304752863 | 19183  | Fee              | Federal          | OW           | DRL                     | P                              |           |                        |
| Three Rivers 4-33-820                       | Three Rivers 04-33-820                                   | 4   | 080S | 200E | 4304753528 | 19167  | Fee              | Fee              | OW           | DRL                     | P                              |           |                        |
| Three Rivers 5-31-820                       | Three Rivers 05-31-820                                   | 32  | 070S | 200E | 4304753711 | 19068  | Fee              | Fee              | OW           | DRL                     | P                              |           |                        |
| Three Rivers 7-12-821                       | Three Rivers 07-12-821                                   | 7   | 080S | 210E | 4304753562 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 7-21-821                       | Three Rivers 07-21-821                                   | 7   | 080S | 210E | 4304753560 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 7-22-821                       | Three Rivers 07-22-821                                   | 7   | 080S | 210E | 4304753561 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 7-23-821                       | Three Rivers 07-23-821                                   | 7   | 080S | 210E | 4304753559 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 7-34-821                       | Three Rivers 07-34-821                                   | 7   | 080S | 210E | 4304753558 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 16-11-820                      | Three Rivers 16-11-820                                   | 16  | 080S | 200E | 4304753474 | 19262  | State            | State            | OW           | DRL                     | SCS                            |           | 03/12/13               |
| Three Rivers 16-12-820                      | Three Rivers 16-12-820                                   | 16  | 080S | 200E | 4304753475 | 19263  | State            | State            | OW           | DRL                     | SCS                            |           | 03/12/13               |
| Three Rivers 16-21-820                      | Three Rivers 16-21-820                                   | 16  | 080S | 200E | 4304753229 | 19024  | State            | State            | OW           | DRL                     | P                              |           | 12/11/12               |
| Three Rivers 16-22-820                      | Three Rivers 16-22-820                                   | 16  | 080S | 200E | 4304753230 | 18961  | State            | State            | OW           | DRL                     | P                              |           | 12/11/12               |
| Three Rivers 16-23-820                      | Three Rivers 16-23-820                                   | 16  | 080S | 200E | 4304753231 | 19037  | State            | State            | OW           | DRL                     | P                              |           | 12/11/12               |
| Three Rivers 16-24-820                      | Three Rivers 16-24-820                                   | 16  | 080S | 200E | 4304753232 | 19038  | State            | State            | OW           | P                       | P                              |           |                        |
| Three Rivers 16-31-820                      | Three Rivers 16-31-820                                   | 16  | 080S | 200E | 4304753495 |        | State            | State            | OW           | APD                     | CCS                            |           | 03/12/13               |
| Three Rivers 16-32-820                      | Three Rivers 16-32-820                                   | 16  | 080S | 200E | 4304753494 | 19185  | State            | State            | OW           | DRL                     | WOC                            |           | 03/12/13               |
| Three Rivers 16-33-820                      | Three Rivers 16-33-820                                   | 16  | 080S | 200E | 4304753496 | 19161  | State            | State            | OW           | DRL                     | WOC                            |           | 03/12/13               |
| Three Rivers 16-34-820                      | Three Rivers 16-34-820                                   | 16  | 080S | 200E | 4304753472 |        | State            | State            | OW           | APD                     | CCS                            |           | 03/12/13               |
| THREE RIVERS 16-41-820                      | Three Rivers 16-41-820                                   | 16  | 080S | 200E | 4304752110 | 18356  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 16-42-820                      | Three Rivers 16-42-820                                   | 16  | 080S | 200E | 4304752056 | 18682  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 16-43-820                      | Three Rivers 16-43-820                                   | 16  | 080S | 200E | 4304752057 | 18683  | State            | State            | OW           | P                       | P                              |           |                        |
| Three Rivers 16-44-820                      | Three Rivers 16-44-820                                   | 16  | 080S | 200E | 4304753473 |        | State            | State            | OW           | APD                     | CCS                            |           | 03/12/13               |
| Three Rivers 18-21-821                      | Three Rivers 18-21-821                                   | 18  | 080S | 210E | 4304753276 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/17/12  |                        |
| Three Rivers 18-22-821                      | Three Rivers 18-22-821                                   | 18  | 080S | 210E | 4304753620 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 18-31-821                      | Three Rivers 18-31-821                                   | 18  | 080S | 210E | 4304753277 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/19/12  |                        |
| Three Rivers 18-32-821                      | Three Rivers 18-32-821                                   | 18  | 080S | 210E | 4304753621 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  |                        |
| Three Rivers 27-34-720                      | Three Rivers 27-34-720                                   | 34  | 070S | 200E | 4304753278 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/19/12  |                        |
| THREE RIVERS 32-15-720                      | Three Rivers 32-15-720                                   | 32  | 070S | 200E | 4304752736 | 18767  | Fee              | Fee              | OW           | P                       | P                              |           |                        |
| THREE RIVERS 32-25-720                      | Three Rivers 32-25-720                                   | 32  | 070S | 200E | 4304752718 | 19033  | Fee              | Fee              | OW           | P                       | P                              |           |                        |
| Three Rivers 32-32-720                      | Three Rivers 32-32-720                                   | 32  | 070S | 200E | 4304753734 | 19087  | Fee              | Fee              | OW           | DRL                     | P                              |           | 06/12/13               |
| Three Rivers 32-3333-720                    | Three Rivers 32-3333-720                                 | 32  | 070S | 200E | 4304753950 | 19251  | Fee              | Fee              | OW           | DRL                     | SCS                            |           | 10/15/13               |
| Three Rivers 32-333-720                     | Three Rivers 32-333-720                                  | 32  | 070S | 200E | 4304753735 | 19088  | Fee              | Fee              | OW           | DRL                     | P                              |           | 06/12/13               |
| Three Rivers 32-334-720                     | Three Rivers 32-334-720                                  | 32  | 070S | 200E | 4304753710 | 19067  | Fee              | Fee              | OW           | DRL                     | P                              |           | 05/22/13               |
| THREE RIVERS 32-33-720                      | Three Rivers 32-33-720                                   | 32  | 070S | 200E | 4304752734 | 19016  | Fee              | Fee              | OW           | DRL                     | P                              |           | 08/29/12               |
| THREE RIVERS 32-34-720                      | Three Rivers 32-34-720                                   | 32  | 070S | 200E | 4304752735 | 19249  | Fee              | Fee              | OW           | DRL                     | DRLG                           |           | 08/29/12               |
| THREE RIVERS 32-35-720                      | Three Rivers 32-35-720                                   | 32  | 070S | 200E | 4304752737 | 18766  | Fee              | Fee              | OW           | P                       | P                              |           |                        |
| Three Rivers 32-42-720                      | Three Rivers 32-42-720                                   | 32  | 070S | 200E | 4304753949 |        | Fee              | Fee              | OW           | APD                     | APRVD                          |           | 10/15/13               |
| THREE RIVERS 34-31-720                      | Three Rivers 34-31-720                                   | 34  | 070S | 200E | 4304752012 | 18326  | Fee              | Fee              | OW           | P                       | P                              |           |                        |
| Three Rivers 34-31T-720                     | Three Rivers 34-31T-720                                  | 34  | 070S | 200E | 4304753281 |        | Fee              | Fee              | OW           | APD                     | APRVD                          |           | 12/11/12               |
| THREE RIVERS 36-11-720                      | Three Rivers 36-11-720                                   | 36  | 070S | 200E | 4304751915 | 18355  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 36-13-720                      | Three Rivers 36-13-720                                   | 36  | 070S | 200E | 4304752699 |        | State            | State            | OW           | APD                     | APRVD                          |           | 08/29/12               |
| THREE RIVERS 36-21-720                      | Three Rivers 36-21-720                                   | 36  | 070S | 200E | 4304752698 |        | State            | State            | OW           | APD                     | APRVD                          |           | 08/29/12               |
| THREE RIVERS 36-23-720                      | Three Rivers 36-23-720                                   | 36  | 070S | 200E | 4304752733 | 18769  | State            | State            | OW           | P                       | P                              |           |                        |
| THREE RIVERS 36-31-720                      | Three Rivers 36-31-720                                   | 36  | 070S | 200E | 4304752697 | 19086  | State            | State            | OW           | DRL                     | P                              |           | 08/29/12               |
| Three Rivers D                              | Three Rivers D   | 16  | 080S | 200E | 4304753702 |        | State            | State            | WD           | APD                     | APRVD                          |           | 07/15/13               |
| THREE RIVERS FED 3-11-820                   | Three Rivers Fed 03-11-820                               | 34  | 070S | 200E | 4304752950 | 19184  | Federal          | Fee              | OW           | DRL                     | WOC                            |           | 02/22/13               |
| Three Rivers Federal 3-12-820               | Three Rivers Fed 03-12-820                               | 4   | 080S | 200E | 4304753914 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 3-13-820               | Three Rivers Fed 03-13-820                               | 3   | 080S | 200E | 4304753951 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  |                        |
| Three Rivers Federal 3-14-820               | Three Rivers Fed 03-14-820                               | 3   | 080S | 200E | 4304753952 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  |                        |
| Three Rivers Federal 3-23-820               | Three Rivers Fed 03-23-820                               | 3   | 080S | 200E | 4304753953 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  |                        |
| Three Rivers Federal 3-24-820               | Three Rivers Fed 03-24-820                               | 3   | 080S | 200E | 4304753954 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  |                        |
| THREE RIVERS FEDERAL 3-32-820               | Three Rivers Fed 03-32-820                               | 3   | 080S | 200E | 4304752861 | 18942  | Federal          | Federal          | OW           | P                       | P                              |           |                        |
| THREE RIVERS FEDERAL 3-33-820               | Three Rivers Fed 03-33-820                               | 3   | 080S | 200E | 4304752864 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 12/24/12               |
| THREE RIVERS FEDERAL 3-53-820               | Three Rivers Fed 03-53-820                               | 3   | 080S | 200E | 4304752820 | 19104  | Federal          | Federal          | OW           | DRL                     | P                              |           | 12/24/12               |
| THREE RIVERS FEDERAL 3-54-820               | Three Rivers Fed 03-54-820                               | 3   | 080S | 200E | 4304752860 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 12/24/12               |

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR  
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

| State Well Name<br>List downloaded 12-10-13 | Axia Well Name<br>(for database sort<br>and consistency) | Sec | TWN  | RNG  | API Number | Entity | Mineral<br>Lease | Surface<br>Lease | Well<br>Type | State<br>Well<br>Status | Actual<br>Status @<br>12/12/13 | Submitted | Date<br>Apprvd<br>DOGM |
|---|--|-----|------|------|------------|--------|------------------|------------------|--------------|-------------------------|--------------------------------|-----------|------------------------|
| THREE RIVERS 4-21-820                       | Three Rivers Fed 04-21-820                               | 4   | 080S | 200E | 4304752875 | 19048  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/22/13               |
| THREE RIVERS FED 4-31-820                   | Three Rivers Fed 04-31-820                               | 4   | 080S | 200E | 4304752874 | 19023  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/22/13               |
| Three Rivers Federal 4-32-820               | Three Rivers Fed 04-32-820                               | 4   | 080S | 200E | 4304753552 | 19168  | Federal          | Fee              | OW           | DRL                     | P                              |           | 08/26/13               |
| Three Rivers Federal 4-41-820               | Three Rivers Fed 04-41-820                               | 4   | 080S | 200E | 4304753911 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 4-42-820               | Three Rivers Fed 04-42-820                               | 4   | 080S | 200E | 4304753913 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 5-11-820               | Three Rivers Fed 05-11-820                               | 5   | 080S | 200E | 4304754204 |        | Federal          | Federal          | OW           | NEW                     | PERPEND                        | 12/03/13  |                        |
| Three Rivers Federal 5-21-820               | Three Rivers Fed 05-21-820                               | 5   | 080S | 200E | 4304754205 |        | Federal          | Federal          | OW           | NEW                     | PERPEND                        | 12/03/13  |                        |
| Three Rivers Federal 5-42-820               | Three Rivers Fed 05-42-820                               | 5   | 080S | 200E | 4304753958 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  |                        |
| Three Rivers Federal 5-43-820               | Three Rivers Fed 05-43-820                               | 5   | 080S | 200E | 4304753957 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  |                        |
| THREE RIVERS FEDERAL 5-56-820               | Three Rivers Fed 05-56-820                               | 5   | 080S | 200E | 4304752862 | 18993  | Federal          | Federal          | OW           | P                       | P                              |           |                        |
| THREE RIVERS FEDERAL 8-52-820               | Three Rivers Fed 08-52-820                               | 8   | 080S | 200E | 4304752770 | 19156  | Federal          | Federal          | OW           | DRL                     | P                              |           | 02/22/13               |
| THREE RIVERS FEDERAL 8-53-820               | Three Rivers Fed 08-53-820                               | 8   | 080S | 200E | 4304752771 | 18992  | Federal          | Federal          | OW           | P                       | P                              |           |                        |
| Three Rivers Federal 9-41-820               | Three Rivers Fed 09-41-820                               | 10  | 080S | 200E | 4304753556 | 19170  | Federal          | Federal          | OW           | DRL                     | P                              |           | 08/20/13               |
| THREE RIVERS FED 10-30-820                  | Three Rivers Fed 10-30-820                               | 10  | 080S | 200E | 4304753555 | 19169  | Federal          | Federal          | OW           | DRL                     | P                              |           | 08/20/13               |
| Three Rivers Federal 10-31-820              | Three Rivers Fed 10-31-820                               | 10  | 080S | 200E | 4304753437 |        | Federal          | Federal          | OW           | APD                     | CCS                            |           | 08/21/13               |
| Three Rivers Federal 10-32-820              | Three Rivers Fed 10-32-820                               | 10  | 080S | 200E | 4304753415 |        | Federal          | Federal          | OW           | APD                     | CCS                            |           | 08/21/13               |
| THREE RIVERS FED 10-41-820                  | Three Rivers Fed 10-41-820                               | 10  | 080S | 200E | 4304752948 | 19137  | Federal          | Federal          | OW           | DRL                     | P                              |           | 02/22/13               |
| THREE RIVERS FED 10-42-820                  | Three Rivers Fed 10-42-820                               | 10  | 080S | 200E | 4304752949 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| Three Rivers Federal 33-11-720              | Three Rivers Fed 33-11-720                               | 32  | 070S | 200E | 4304753733 | 19109  | Federal          | Fee              | OW           | DRL                     | P                              |           | 07/17/13               |
| Three Rivers Federal 33-12-720              | Three Rivers Fed 33-12-720                               | 33  | 070S | 200E | 4304753724 | 19250  | Federal          | Fee              | OW           | DRL                     | WOC                            |           | 09/16/13               |
| Three Rivers Federal 33-13-720              | Three Rivers Fed 33-13-720                               | 33  | 070S | 200E | 4304753723 | 19222  | Federal          | Fee              | OW           | DRL                     | WOC                            |           | 09/16/13               |
| Three Rivers Federal 33-14-720              | Three Rivers Fed 33-14-720                               | 33  | 070S | 200E | 4304753551 | 19107  | Federal          | Fee              | OW           | DRL                     | P                              |           | 09/16/13               |
| Three Rivers Federal 33-24-720              | Three Rivers Fed 33-24-720                               | 33  | 070S | 200E | 4304753557 | 19108  | Federal          | Fee              | OW           | DRL                     | P                              |           | 07/09/13               |
| THREE RIVERS FED 34-15-720                  | Three Rivers Fed 34-15-720                               | 34  | 070S | 200E | 4304752965 | 18960  | Federal          | Fee              | OW           | P                       | P                              |           |                        |
| THREE RIVERS FED 34-23-720                  | Three Rivers Fed 34-23-720                               | 34  | 070S | 200E | 4304752945 | 19049  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/12/13               |
| Three Rivers Federal 34-25-720              | Three Rivers Fed 34-25-720                               | 34  | 070S | 200E | 4304753283 |        | Federal          | Fee              | OW           | APD                     | APRVD                          |           | 06/10/13               |
| THREE RIVERS FED 34-33-720                  | Three Rivers Fed 34-33-720                               | 34  | 070S | 200E | 4304752947 | 19050  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/22/13               |
| Three Rivers Federal 34-35-720              | Three Rivers Fed 34-35-720                               | 34  | 070S | 200E | 4304753282 |        | Federal          | Fee              | OW           | APD                     | APRVD                          |           | 06/10/13               |
| Three Rivers Federal 34-42-720              | Three Rivers Fed 34-42-720                               | 35  | 070S | 200E | 4304753915 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 34-43-720              | Three Rivers Fed 34-43-720                               | 35  | 070S | 200E | 4304753916 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-11-720              | Three Rivers Fed 35-11-720                               | 35  | 070S | 200E | 4304753944 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 07/25/13  |                        |
| Three Rivers Federal 35-12-720              | Three Rivers Fed 35-12-720                               | 35  | 070S | 200E | 4304753917 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-13-720              | Three Rivers Fed 35-13-720                               | 35  | 070S | 200E | 4304753554 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/20/13               |
| Three Rivers Federal 35-14-720              | Three Rivers Fed 35-14-720                               | 35  | 070S | 200E | 4304753553 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/22/13               |
| Three Rivers Federal 35-21-720              | Three Rivers Fed 35-21-720                               | 35  | 070S | 200E | 4304753943 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 07/25/13  |                        |
| THREE RIVERS FED 35-32-720                  | Three Rivers Fed 35-32-720                               | 35  | 070S | 200E | 4304753005 | 19138  | Federal          | Federal          | OW           | DRL                     | APRVD                          |           | 02/22/13               |
| THREE RIVERS FED 35-34-720                  | Three Rivers Fed 35-34-720                               | 35  | 070S | 200E | 4304753006 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| THREE RIVERS FED 35-42-720                  | Three Rivers Fed 35-42-720                               | 35  | 070S | 200E | 4304753007 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| Three Rivers Federal 35-43-720              | Three Rivers Fed 35-43-720                               | 35  | 070S | 200E | 4304753918 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-44-720              | Three Rivers Fed 35-44-720                               | 35  | 070S | 200E | 4304753919 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| THREE RIVERS FED 35-44-720                  | Three Rivers Fed 35-44-720                               | 35  | 070S | 200E | 4304753008 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| Three Rivers Fed 03-34-820                  | Three Rivers Fed 03-34-820                               | 3   | 080S | 200E |            |        | Federal          |                  |              | NA                      | SUB                            | 12/10/13  |                        |
| Three Rivers Fed 03-44-820                  | Three Rivers Fed 03-44-820                               | 3   | 080S | 200E |            |        | Federal          |                  |              | NA                      | SUB                            | 12/10/13  |                        |
| Three Rivers Fed 08-31-820                  | Three Rivers Fed 08-31-820                               | 8   | 080S | 200E |            |        | Federal          |                  |              | NA                      | SUB                            | 12/07/13  |                        |
| Three Rivers Fed 08-41-820                  | Three Rivers Fed 08-41-820                               | 9   | 080S | 200E |            |        | Federal          |                  |              | NA                      | SUB                            | 12/07/13  |                        |

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

|   |  |   |
|---|--|---|
| 1. TYPE OF WELL<br>OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____ |  | 5. LEASE DESIGNATION AND SERIAL NUMBER:<br>See Attached Well List |
| 2. NAME OF OPERATOR:<br>Axia Energy, LLC N3765  |  | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME:                             |
| 3. ADDRESS OF OPERATOR:<br>1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202                        |  | 7. UNIT or CA AGREEMENT NAME:                                     |
| 4. LOCATION OF WELL<br>FOOTAGES AT SURFACE: See Attached  |  | 8. WELL NAME and NUMBER:<br>See Attached Well List                |
| QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:  |  | 9. API NUMBER:  |
| COUNTY: Uintah  |  | 10. FIELD AND POOL, OR WILDCAT:                                   |
| STATE: UTAH   |  |   |

| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA   |   |   |  |
|---|---|---|--|
| TYPE OF SUBMISSION  | TYPE OF ACTION  |   |  |
| <input checked="" type="checkbox"/> NOTICE OF INTENT<br>(Submit in Duplicate)<br>Approximate date work will start:<br>10/1/2013 | <input type="checkbox"/> ACIDIZE                        | <input type="checkbox"/> DEEPEN                           | <input type="checkbox"/> REPERFORATE CURRENT FORMATION |
| <input type="checkbox"/> SUBSEQUENT REPORT<br>(Submit Original Form Only)<br>Date of work completion:                           | <input type="checkbox"/> ALTER CASING                   | <input type="checkbox"/> FRACTURE TREAT                   | <input type="checkbox"/> SIDETRACK TO REPAIR WELL      |
|   | <input type="checkbox"/> CASING REPAIR                  | <input type="checkbox"/> NEW CONSTRUCTION                 | <input type="checkbox"/> TEMPORARILY ABANDON           |
|   | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS       | <input checked="" type="checkbox"/> OPERATOR CHANGE       | <input type="checkbox"/> TUBING REPAIR                 |
|   | <input type="checkbox"/> CHANGE TUBING                  | <input type="checkbox"/> PLUG AND ABANDON                 | <input type="checkbox"/> VENT OR FLARE                 |
|   | <input type="checkbox"/> CHANGE WELL NAME               | <input type="checkbox"/> PLUG BACK                        | <input type="checkbox"/> WATER DISPOSAL                |
|   | <input type="checkbox"/> CHANGE WELL STATUS             | <input type="checkbox"/> PRODUCTION (START/RESUME)        | <input type="checkbox"/> WATER SHUT-OFF                |
|   | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS | <input type="checkbox"/> RECLAMATION OF WELL SITE         | <input type="checkbox"/> OTHER: _____                  |
|   | <input type="checkbox"/> CONVERT WELL TYPE              | <input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION |  |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013  
FROM:  
Axia Energy, LLC  
1430 Larimer Street  
Suite 400  
Denver, CO 80202  
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682  
TO:  
Ultra Resources, Inc.  
304 Inverness Way South  
Englewood, CO 80112  
Bond Number: DOGm 022046298  
BLM 022046400

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

RECEIVED

DEC 16 2013

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Daniel G. Blanchard TITLE President  
SIGNATURE [Signature] DATE 12/11/13

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING  
BY: [Signature]

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR  
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

| State Well Name<br>List downloaded 12-10-13 | Axia Well Name<br>(for database sort<br>and consistency) | Sec | TWN  | RNG  | API Number | Entity | Mineral<br>Lease | Surface<br>Lease | Well<br>Type | State<br>Well<br>Status | Actual<br>Status @<br>12/12/13 | Submitted | Date<br>Apprvd<br>DOGM |
|---|--|-----|------|------|------------|--------|------------------|------------------|--------------|-------------------------|--------------------------------|-----------|------------------------|
| THREE RIVERS 2-11-820                       | Three Rivers 02-11-820                                   | 2   | 080S | 200E | 4304751936 | 18354  | State            | State            | OW           | P                       | P                              | 1         |                        |
| THREE RIVERS 2-13-820                       | Three Rivers 02-13-820                                   | 2   | 080S | 200E | 4304752687 | 19014  | State            | State            | OW           | DRL                     | P                              | 2         | 08/27/12               |
| THREE RIVERS 2-15-820                       | Three Rivers 02-15-820                                   | 2   | 080S | 200E | 4304752689 | 18770  | State            | State            | OW           | P                       | P                              | 3         |                        |
| Three Rivers 2-21-820                       | Three Rivers 02-21-820                                   | 2   | 080S | 200E | 4304753947 |        | State            | State            | OW           | APD                     | APRVD                          | 4         | 10/15/13               |
| Three Rivers 2-223-820                      | Three Rivers 02-223-820                                  | 2   | 080S | 200E | 4304753946 |        | State            | State            | OW           | APD                     | APRVD                          | 5         | 10/15/13               |
| Three Rivers 2-22-820                       | Three Rivers 02-22-820                                   | 2   | 080S | 200E | 4304753948 |        | State            | State            | OW           | APD                     | APRVD                          | 6         | 10/15/13               |
| THREE RIVERS 2-23-820                       | Three Rivers 02-23-820                                   | 2   | 080S | 200E | 4304752688 | 19015  | State            | State            | OW           | DRL                     | P                              | 7         | 08/27/12               |
| Three Rivers 2-24-820                       | Three Rivers 02-24-820                                   | 2   | 080S | 200E | 4304753945 |        | State            | State            | OW           | APD                     | APRVD                          | 8         | 10/15/13               |
| THREE RIVERS 2-25-820                       | Three Rivers 02-25-820                                   | 2   | 080S | 200E | 4304752690 |        | State            | State            | OW           | APD                     | APRVD                          | 9         | 08/27/12               |
| Three Rivers 2-32-820                       | Three Rivers 02-32-820                                   | 2   | 080S | 200E | 4304753274 |        | State            | State            | OW           | APD                     | APRVD                          | 10        | 12/11/12               |
| Three Rivers 2-33-820                       | Three Rivers 02-33-820                                   | 2   | 080S | 200E | 4304753273 | 18943  | State            | State            | OW           | P                       | P                              | 1         |                        |
| THREE RIVERS 2-41-820                       | Three Rivers 02-41-820                                   | 2   | 080S | 200E | 4304752686 |        | State            | State            | OW           | APD                     | APRVD                          | 2         | 08/27/12               |
| THREE RIVERS 2-51-820                       | Three Rivers 02-51-820                                   | 2   | 080S | 200E | 4304752685 | 18941  | State            | State            | OW           | P                       | P                              | 3         |                        |
| Three Rivers 4-13-820                       | Three Rivers 04-13-820                                   | 5   | 080S | 200E | 4304753956 |        | Fee              | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  |                        |
| THREE RIVERS 4-14-820                       | Three Rivers 04-14-820                                   | 5   | 080S | 200E | 4304752863 | 19183  | Fee              | Federal          | OW           | DRL                     | P                              | 5         |                        |
| Three Rivers 4-33-820                       | Three Rivers 04-33-820                                   | 4   | 080S | 200E | 4304753528 | 19167  | Fee              | Fee              | OW           | DRL                     | P                              | 6         |                        |
| Three Rivers 5-31-820                       | Three Rivers 05-31-820                                   | 32  | 070S | 200E | 4304753711 | 19068  | Fee              | Fee              | OW           | DRL                     | P                              | 7         |                        |
| Three Rivers 7-12-821                       | Three Rivers 07-12-821                                   | 7   | 080S | 210E | 4304753562 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 8                      |
| Three Rivers 7-21-821                       | Three Rivers 07-21-821                                   | 7   | 080S | 210E | 4304753560 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 9                      |
| Three Rivers 7-22-821                       | Three Rivers 07-22-821                                   | 7   | 080S | 210E | 4304753561 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 20                     |
| Three Rivers 7-23-821                       | Three Rivers 07-23-821                                   | 7   | 080S | 210E | 4304753559 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 1                      |
| Three Rivers 7-34-821                       | Three Rivers 07-34-821                                   | 7   | 080S | 210E | 4304753558 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 2                      |
| Three Rivers 16-11-820                      | Three Rivers 16-11-820                                   | 16  | 080S | 200E | 4304753474 | 19262  | State            | State            | OW           | DRL                     | SCS                            | 3         | 03/12/13               |
| Three Rivers 16-12-820                      | Three Rivers 16-12-820                                   | 16  | 080S | 200E | 4304753475 | 19263  | State            | State            | OW           | DRL                     | SCS                            | 4         | 03/12/13               |
| Three Rivers 16-21-820                      | Three Rivers 16-21-820                                   | 16  | 080S | 200E | 4304753229 | 19024  | State            | State            | OW           | DRL                     | P                              | 5         | 12/11/12               |
| Three Rivers 16-22-820                      | Three Rivers 16-22-820                                   | 16  | 080S | 200E | 4304753230 | 18961  | State            | State            | OW           | DRL                     | P                              | 6         | 12/11/12               |
| Three Rivers 16-23-820                      | Three Rivers 16-23-820                                   | 16  | 080S | 200E | 4304753231 | 19037  | State            | State            | OW           | DRL                     | P                              | 7         | 12/11/12               |
| Three Rivers 16-24-820                      | Three Rivers 16-24-820                                   | 16  | 080S | 200E | 4304753232 | 19038  | State            | State            | OW           | P                       | P                              | 8         |                        |
| Three Rivers 16-31-820                      | Three Rivers 16-31-820                                   | 16  | 080S | 200E | 4304753495 |        | State            | State            | OW           | APD                     | CCS                            | 9         | 03/12/13               |
| Three Rivers 16-32-820                      | Three Rivers 16-32-820                                   | 16  | 080S | 200E | 4304753494 | 19185  | State            | State            | OW           | DRL                     | WOC                            | 30        | 03/12/13               |
| Three Rivers 16-33-820                      | Three Rivers 16-33-820                                   | 16  | 080S | 200E | 4304753496 | 19161  | State            | State            | OW           | DRL                     | WOC                            | 1         | 03/12/13               |
| Three Rivers 16-34-820                      | Three Rivers 16-34-820                                   | 16  | 080S | 200E | 4304753472 |        | State            | State            | OW           | APD                     | CCS                            | 2         | 03/12/13               |
| THREE RIVERS 16-41-820                      | Three Rivers 16-41-820                                   | 16  | 080S | 200E | 4304752110 | 18356  | State            | State            | OW           | P                       | P                              | 3         |                        |
| THREE RIVERS 16-42-820                      | Three Rivers 16-42-820                                   | 16  | 080S | 200E | 4304752056 | 18682  | State            | State            | OW           | P                       | P                              | 4         |                        |
| THREE RIVERS 16-43-820                      | Three Rivers 16-43-820                                   | 16  | 080S | 200E | 4304752057 | 18683  | State            | State            | OW           | P                       | P                              | 5         |                        |
| Three Rivers 16-44-820                      | Three Rivers 16-44-820                                   | 16  | 080S | 200E | 4304753473 |        | State            | State            | OW           | APD                     | CCS                            | 6         | 03/12/13               |
| Three Rivers 18-21-821                      | Three Rivers 18-21-821                                   | 18  | 080S | 210E | 4304753276 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/17/12  | 7                      |
| Three Rivers 18-22-821                      | Three Rivers 18-22-821                                   | 18  | 080S | 210E | 4304753260 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 8                      |
| Three Rivers 18-31-821                      | Three Rivers 18-31-821                                   | 18  | 080S | 210E | 4304753277 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/19/12  | 9                      |
| Three Rivers 18-32-821                      | Three Rivers 18-32-821                                   | 18  | 080S | 210E | 4304753261 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 04/15/13  | 40                     |
| Three Rivers 27-34-720                      | Three Rivers 27-34-720                                   | 34  | 070S | 200E | 4304753278 |        | Fee              | Fee              | OW           | APD                     | PERPEND                        | 12/19/12  | 1                      |
| THREE RIVERS 32-15-720                      | Three Rivers 32-15-720                                   | 32  | 070S | 200E | 4304752736 | 18767  | Fee              | Fee              | OW           | P                       | P                              | 2         |                        |
| THREE RIVERS 32-25-720                      | Three Rivers 32-25-720                                   | 32  | 070S | 200E | 4304752718 | 19033  | Fee              | Fee              | OW           | P                       | P                              | 3         |                        |
| Three Rivers 32-32-720                      | Three Rivers 32-32-720                                   | 32  | 070S | 200E | 4304753734 | 19087  | Fee              | Fee              | OW           | DRL                     | P                              | 4         | 06/12/13               |
| Three Rivers 32-333-720                     | Three Rivers 32-333-720                                  | 32  | 070S | 200E | 4304753950 | 19251  | Fee              | Fee              | OW           | DRL                     | SCS                            | 5         | 10/15/13               |
| Three Rivers 32-333-720                     | Three Rivers 32-333-720                                  | 32  | 070S | 200E | 4304753735 | 19088  | Fee              | Fee              | OW           | DRL                     | P                              | 6         | 06/12/13               |
| Three Rivers 32-334-720                     | Three Rivers 32-334-720                                  | 32  | 070S | 200E | 4304753710 | 19067  | Fee              | Fee              | OW           | DRL                     | P                              | 7         | 05/22/13               |
| THREE RIVERS 32-33-720                      | Three Rivers 32-33-720                                   | 32  | 070S | 200E | 4304752734 | 19016  | Fee              | Fee              | OW           | DRL                     | P                              | 8         | 08/29/12               |
| THREE RIVERS 32-34-720                      | Three Rivers 32-34-720                                   | 32  | 070S | 200E | 4304752735 | 19249  | Fee              | Fee              | OW           | DRL                     | DRLG                           | 9         | 08/29/12               |
| THREE RIVERS 32-35-720                      | Three Rivers 32-35-720                                   | 32  | 070S | 200E | 4304752737 | 18766  | Fee              | Fee              | OW           | P                       | P                              | 50        |                        |
| Three Rivers 32-42-720                      | Three Rivers 32-42-720                                   | 32  | 070S | 200E | 4304753949 |        | Fee              | Fee              | OW           | APD                     | APRVD                          | 1         | 10/15/13               |
| THREE RIVERS 34-31-720                      | Three Rivers 34-31-720                                   | 34  | 070S | 200E | 4304752012 | 18326  | Fee              | Fee              | OW           | P                       | P                              | 2         |                        |
| Three Rivers 34-31T-720                     | Three Rivers 34-31T-720                                  | 34  | 070S | 200E | 4304753281 |        | Fee              | Fee              | OW           | APD                     | APRVD                          | 3         | 12/11/12               |
| THREE RIVERS 36-11-720                      | Three Rivers 36-11-720                                   | 36  | 070S | 200E | 4304751915 | 18355  | State            | State            | OW           | P                       | P                              | 4         |                        |
| THREE RIVERS 36-13-720                      | Three Rivers 36-13-720                                   | 36  | 070S | 200E | 4304752699 |        | State            | State            | OW           | APD                     | APRVD                          | 5         | 08/29/12               |
| THREE RIVERS 36-21-720                      | Three Rivers 36-21-720                                   | 36  | 070S | 200E | 4304752698 |        | State            | State            | OW           | APD                     | APRVD                          | 6         | 08/29/12               |
| THREE RIVERS 36-23-720                      | Three Rivers 36-23-720                                   | 36  | 070S | 200E | 4304752733 | 18769  | State            | State            | OW           | P                       | P                              | 7         |                        |
| THREE RIVERS 36-31-720                      | Three Rivers 36-31-720                                   | 36  | 070S | 200E | 4304752697 | 19086  | State            | State            | OW           | DRL                     | P                              | 8         | 08/29/12               |
| Three Rivers D                              | Three Rivers D   | 16  | 080S | 200E | 4304753702 |        | State            | State            | WD           | APD                     | APRVD                          | 9         | 07/15/13               |
| THREE RIVERS FED 3-11-820                   | Three Rivers Fed 03-11-820                               | 34  | 070S | 200E | 4304752950 | 19184  | Federal          | Fee              | OW           | DRL                     | WOC                            | 60        | 02/22/13               |
| Three Rivers Federal 3-12-820               | Three Rivers Fed 03-12-820                               | 4   | 080S | 200E | 4304753914 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 1         | 08/01/13               |
| Three Rivers Federal 3-13-820               | Three Rivers Fed 03-13-820                               | 3   | 080S | 200E | 4304753951 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  | 2                      |
| Three Rivers Federal 3-14-820               | Three Rivers Fed 03-14-820                               | 3   | 080S | 200E | 4304753952 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  | 3                      |
| Three Rivers Federal 3-23-820               | Three Rivers Fed 03-23-820                               | 3   | 080S | 200E | 4304753953 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  | 4                      |
| Three Rivers Federal 3-24-820               | Three Rivers Fed 03-24-820                               | 3   | 080S | 200E | 4304753954 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/12/13  | 5                      |
| THREE RIVERS FEDERAL 3-32-820               | Three Rivers Fed 03-32-820                               | 3   | 080S | 200E | 4304752861 | 18942  | Federal          | Federal          | OW           | P                       | P                              | 6         |                        |
| THREE RIVERS FEDERAL 3-33-820               | Three Rivers Fed 03-33-820                               | 3   | 080S | 200E | 4304752864 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 7         | 12/24/12               |
| THREE RIVERS FEDERAL 3-53-820               | Three Rivers Fed 03-53-820                               | 3   | 080S | 200E | 4304752820 | 19104  | Federal          | Federal          | OW           | DRL                     | P                              | 8         | 12/24/12               |
| THREE RIVERS FEDERAL 3-54-820               | Three Rivers Fed 03-54-820                               | 3   | 080S | 200E | 4304752860 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 9         | 12/24/12               |

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR  
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

| State Well Name<br>List downloaded 12-10-13 | Axia Well Name<br>(for database sort<br>and consistency) | Sec | TWN  | RNG  | API Number | Entity | Mineral<br>Lease | Surface<br>Lease | Well<br>Type | State<br>Well<br>Status | Actual<br>Status @<br>12/12/13 | Submitted | Date<br>Apprvd<br>DOGM |
|---|--|-----|------|------|------------|--------|------------------|------------------|--------------|-------------------------|--------------------------------|-----------|------------------------|
| THREE RIVERS 4-21-820                       | Three Rivers Fed 04-21-820                               | 4   | 080S | 200E | 4304752875 | 19048  | Federal          | Fee              | OW           | DRL                     | P                              | 70        | 02/22/13               |
| THREE RIVERS FED 4-31-820                   | Three Rivers Fed 04-31-820                               | 4   | 080S | 200E | 4304752874 | 19023  | Federal          | Fee              | OW           | DRL                     | P                              | 1         | 02/22/13               |
| Three Rivers Federal 4-32-820               | Three Rivers Fed 04-32-820                               | 4   | 080S | 200E | 4304753552 | 19168  | Federal          | Fee              | OW           | DRL                     | P                              | 2         | 08/26/13               |
| Three Rivers Federal 4-41-820               | Three Rivers Fed 04-41-820                               | 4   | 080S | 200E | 4304753911 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 3         | 08/01/13               |
| Three Rivers Federal 4-42-820               | Three Rivers Fed 04-42-820                               | 4   | 080S | 200E | 4304753913 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 4         | 08/01/13               |
| Three Rivers Federal 5-11-820               | Three Rivers Fed 05-11-820                               | 5   | 080S | 200E | 4304754204 |        | Federal          | Federal          | OW           | NEW                     | PERPEND                        | 12/03/13  | 5                      |
| Three Rivers Federal 5-21-820               | Three Rivers Fed 05-21-820                               | 5   | 080S | 200E | 4304754205 |        | Federal          | Federal          | OW           | NEW                     | PERPEND                        | 12/03/13  | 6                      |
| Three Rivers Federal 5-42-820               | Three Rivers Fed 05-42-820                               | 5   | 080S | 200E | 4304753958 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  | 7                      |
| Three Rivers Federal 5-43-820               | Three Rivers Fed 05-43-820                               | 5   | 080S | 200E | 4304753957 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 08/19/13  | 8                      |
| THREE RIVERS FEDERAL 5-56-820               | Three Rivers Fed 05-56-820                               | 5   | 080S | 200E | 4304752862 | 18993  | Federal          | Federal          | OW           | P                       | P                              |           |                        |
| THREE RIVERS FEDERAL 8-52-820               | Three Rivers Fed 08-52-820                               | 8   | 080S | 200E | 4304752770 | 19156  | Federal          | Federal          | OW           | DRL                     | P                              | 9         | 02/22/13               |
| THREE RIVERS FEDERAL 8-53-820               | Three Rivers Fed 08-53-820                               | 8   | 080S | 200E | 4304752771 | 18992  | Federal          | Federal          | OW           | P                       | P                              |           |                        |
| Three Rivers Federal 9-41-820               | Three Rivers Fed 09-41-820                               | 10  | 080S | 200E | 4304753556 | 19170  | Federal          | Federal          | OW           | DRL                     | P                              |           | 08/20/13               |
| THREE RIVERS FED 10-30-820                  | Three Rivers Fed 10-30-820                               | 10  | 080S | 200E | 4304753555 | 19169  | Federal          | Federal          | OW           | DRL                     | P                              |           | 08/20/13               |
| Three Rivers Federal 10-31-820              | Three Rivers Fed 10-31-820                               | 10  | 080S | 200E | 4304753437 |        | Federal          | Federal          | OW           | APD                     | CCS                            |           | 08/21/13               |
| Three Rivers Federal 10-32-820              | Three Rivers Fed 10-32-820                               | 10  | 080S | 200E | 4304753415 |        | Federal          | Federal          | OW           | APD                     | CCS                            |           | 08/21/13               |
| THREE RIVERS FED 10-41-820                  | Three Rivers Fed 10-41-820                               | 10  | 080S | 200E | 4304752948 | 19137  | Federal          | Federal          | OW           | DRL                     | P                              |           | 02/22/13               |
| THREE RIVERS FED 10-42-820                  | Three Rivers Fed 10-42-820                               | 10  | 080S | 200E | 4304752949 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| Three Rivers Federal 33-11-720              | Three Rivers Fed 33-11-720                               | 32  | 070S | 200E | 4304753733 | 19109  | Federal          | Fee              | OW           | DRL                     | P                              |           | 07/17/13               |
| Three Rivers Federal 33-12-720              | Three Rivers Fed 33-12-720                               | 33  | 070S | 200E | 4304753724 | 19250  | Federal          | Fee              | OW           | DRL                     | WOC                            |           | 09/16/13               |
| Three Rivers Federal 33-13-720              | Three Rivers Fed 33-13-720                               | 33  | 070S | 200E | 4304753723 | 19222  | Federal          | Fee              | OW           | DRL                     | WOC                            |           | 09/16/13               |
| Three Rivers Federal 33-14-720              | Three Rivers Fed 33-14-720                               | 33  | 070S | 200E | 4304753551 | 19107  | Federal          | Fee              | OW           | DRL                     | P                              |           | 09/16/13               |
| Three Rivers Federal 33-24-720              | Three Rivers Fed 33-24-720                               | 33  | 070S | 200E | 4304753557 | 19108  | Federal          | Fee              | OW           | DRL                     | P                              |           | 07/09/13               |
| THREE RIVERS FED 34-15-720                  | Three Rivers Fed 34-15-720                               | 34  | 070S | 200E | 4304752965 | 18960  | Federal          | Fee              | OW           | P                       | P                              |           |                        |
| THREE RIVERS FED 34-23-720                  | Three Rivers Fed 34-23-720                               | 34  | 070S | 200E | 4304752945 | 19049  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/12/13               |
| Three Rivers Federal 34-25-720              | Three Rivers Fed 34-25-720                               | 34  | 070S | 200E | 4304753283 |        | Federal          | Fee              | OW           | APD                     | APRVD                          |           | 06/10/13               |
| THREE RIVERS FED 34-33-720                  | Three Rivers Fed 34-33-720                               | 34  | 070S | 200E | 4304752947 | 19050  | Federal          | Fee              | OW           | DRL                     | P                              |           | 02/22/13               |
| Three Rivers Federal 34-35-720              | Three Rivers Fed 34-35-720                               | 34  | 070S | 200E | 4304753282 |        | Federal          | Fee              | OW           | APD                     | APRVD                          |           | 06/10/13               |
| Three Rivers Federal 34-42-720              | Three Rivers Fed 34-42-720                               | 35  | 070S | 200E | 4304753915 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 34-43-720              | Three Rivers Fed 34-43-720                               | 35  | 070S | 200E | 4304753916 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-11-720              | Three Rivers Fed 35-11-720                               | 35  | 070S | 200E | 4304753944 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 07/25/13  | 100                    |
| Three Rivers Federal 35-12-720              | Three Rivers Fed 35-12-720                               | 35  | 070S | 200E | 4304753917 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-13-720              | Three Rivers Fed 35-13-720                               | 35  | 070S | 200E | 4304753554 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/20/13               |
| Three Rivers Federal 35-14-720              | Three Rivers Fed 35-14-720                               | 35  | 070S | 200E | 4304753553 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/22/13               |
| Three Rivers Federal 35-21-720              | Three Rivers Fed 35-21-720                               | 35  | 070S | 200E | 4304753943 |        | Federal          | Federal          | OW           | APD                     | PERPEND                        | 07/25/13  | 4                      |
| THREE RIVERS FED 35-32-720                  | Three Rivers Fed 35-32-720                               | 35  | 070S | 200E | 4304753005 | 19138  | Federal          | Federal          | OW           | DRL                     | APRVD                          |           | 02/22/13               |
| THREE RIVERS FED 35-34-720                  | Three Rivers Fed 35-34-720                               | 35  | 070S | 200E | 4304753006 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| THREE RIVERS FED 35-42-720                  | Three Rivers Fed 35-42-720                               | 35  | 070S | 200E | 4304753007 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 02/22/13               |
| Three Rivers Federal 35-43-720              | Three Rivers Fed 35-43-720                               | 35  | 070S | 200E | 4304753918 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| Three Rivers Federal 35-442-720             | Three Rivers Fed 35-442-720                              | 35  | 070S | 200E | 4304753919 |        | Federal          | Federal          | OW           | APD                     | APRVD                          |           | 08/01/13               |
| THREE RIVERS FED 35-44-720                  | Three Rivers Fed 35-44-720                               | 35  | 070S | 200E | 4304753008 |        | Federal          | Federal          | OW           | APD                     | APRVD                          | 110       | 02/22/13               |
| Three Rivers Fed 03-34-820                  | Three Rivers Fed 03-34-820                               | 3   | 080S | 200E |            |        | Federal          |                  | NA           | SUB                     |                                | 12/10/13  | 1                      |
| Three Rivers Fed 03-44-820                  | Three Rivers Fed 03-44-820                               | 3   | 080S | 200E |            |        | Federal          |                  | NA           | SUB                     |                                | 12/10/13  | 2                      |
| Three Rivers Fed 08-31-820                  | Three Rivers Fed 08-31-820                               | 8   | 080S | 200E |            |        | Federal          |                  | NA           | SUB                     |                                | 12/07/13  | 3                      |
| Three Rivers Fed 08-41-820                  | Three Rivers Fed 08-41-820                               | 9   | 080S | 200E |            |        | Federal          |                  | NA           | SUB                     |                                | 12/07/13  | 4                      |

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>AXIA ENERGY LLC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>1430 Larimer Ste 400 , Denver, CO, 80202   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1191 FNL 1934 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>720 746-5200 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>THREE RIVERS       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| TYPE OF SUBMISSION   | TYPE OF ACTION   |   |  |   |
|--|--|---|--|---|
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:                       | <input type="checkbox"/> ACIDIZE<br><input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS<br><input type="checkbox"/> CHANGE WELL STATUS<br><input type="checkbox"/> DEEPEN<br><input type="checkbox"/> OPERATOR CHANGE<br><input type="checkbox"/> PRODUCTION START OR RESUME<br><input type="checkbox"/> REPERFORATE CURRENT FORMATION<br><input type="checkbox"/> TUBING REPAIR<br><input type="checkbox"/> WATER SHUTOFF<br><input type="checkbox"/> WILDCAT WELL DETERMINATION | <input type="checkbox"/> ALTER CASING<br><input type="checkbox"/> CHANGE TUBING<br><input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br><input type="checkbox"/> FRACTURE TREAT<br><input type="checkbox"/> PLUG AND ABANDON<br><input type="checkbox"/> RECLAMATION OF WELL SITE<br><input type="checkbox"/> SIDETRACK TO REPAIR WELL<br><input type="checkbox"/> VENT OR FLARE<br><input type="checkbox"/> SI TA STATUS EXTENSION<br><input type="checkbox"/> OTHER | <input type="checkbox"/> CASING REPAIR<br><input type="checkbox"/> CHANGE WELL NAME<br><input type="checkbox"/> CONVERT WELL TYPE<br><input type="checkbox"/> NEW CONSTRUCTION<br><input type="checkbox"/> PLUG BACK<br><input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br><input type="checkbox"/> TEMPORARY ABANDON<br><input type="checkbox"/> WATER DISPOSAL<br><input type="checkbox"/> APD EXTENSION | OTHER: <input style="width: 100px;" type="text"/> |
| <input checked="" type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:<br><b>6/4/2013</b> |  |   |  |   |
| <input type="checkbox"/> SPUD REPORT<br>Date of Spud:  |  |   |  |   |
| <input type="checkbox"/> DRILLING REPORT<br>Report Date:   |  |   |  |   |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.  
 Axia Energy respectfully requests approval to update SHL per attached  
 As drilled Plat dated 06-04-13. SHL: 1183' FNL & 1947' FWL NENW Sec  
 16-T8S-R20E

Accepted by the  
 Utah Division of  
 Oil, Gas and Mining  
**FOR RECORD ONLY**  
 February 13, 2014

|  |                                     |                                 |
|--|-------------------------------------|---------------------------------|
| <b>NAME (PLEASE PRINT)</b><br>Cindy Turner | <b>PHONE NUMBER</b><br>720 746-5209 | <b>TITLE</b><br>Project Manager |
| <b>SIGNATURE</b><br>N/A                    | <b>DATE</b><br>11/24/2013           |                                 |

May 1, 2013

Mr. Dustin Doucet  
Utah Division of Oil, Gas & Mining  
1594 West North Temple  
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**  
Three Rivers 16-22-820 (API # 43047532300000)  
SWNW Sec 16-T8S-R20E  
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the State mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the project and affected surface owners and utilize an existing pad.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,  
AXIA ENERGY, LLC

Jess Peonio  
Senior Drilling Engineer & Regulatory Manager

RECEIVED: Feb. 10, 2014

T8S, R20E, S.L.B.&M.

AXIA ENERGY

Well location, (AS-DRILLED) THREE RIVERS #16-22-820, located as shown in the NE 1/4 NW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

S01°05'55"E - 5310.89' (Meas.)



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY CLOSE SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

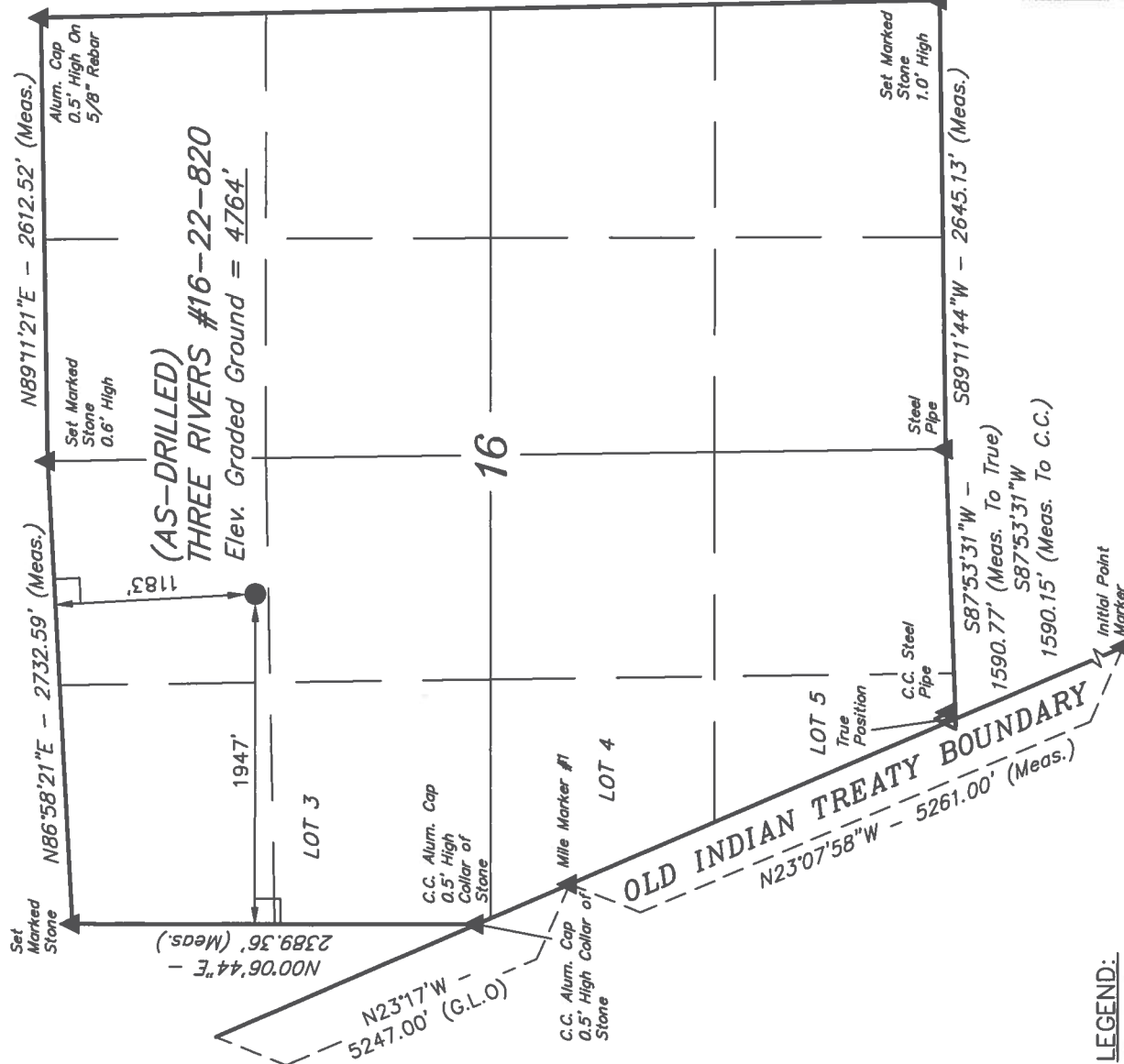
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
DATE 06-10-13

UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

|                           |                            |                         |
|---------------------------|----------------------------|-------------------------|
| SCALE<br>1" = 1000'       | DATE SURVEYED:<br>06-04-13 | DATE DRAWN:<br>06-05-13 |
| PARTY<br>B.H. C.K. B.D.H. | REFERENCES<br>G.L.O. PLAT  |                         |
| WEATHER<br>HOT            | FILE                       | AXIA ENERGY             |



LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

|  |
|--|
| NAD 83 (AS-DRILLED SURFACE LOCATION)   |
| LATITUDE = 40°07'35.27" (40.126464)    |
| LONGITUDE = 109°40'33.93" (109.676092) |
| NAD 27 (AS-DRILLED SURFACE LOCATION)   |
| LATITUDE = 40°07'35.40" (40.126500)    |
| LONGITUDE = 109°40'31.43" (109.675397) |

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ FORM 8  
(highlight changes)

**WELL COMPLETION OR RECOMPLETION REPORT AND LOG**

|   |  |  |                                       |                                  |                                   |   |                                |
|---|--|--|---------------------------------------|----------------------------------|-----------------------------------|---|--------------------------------|
| 1a. TYPE OF WELL:   |  | OIL WELL <input checked="" type="checkbox"/> | GAS WELL <input type="checkbox"/>     | DRY <input type="checkbox"/>     | OTHER <input type="checkbox"/>    | 5. LEASE DESIGNATION AND SERIAL NUMBER:<br>ML-49319                   |                                |
| b. TYPE OF WORK:  |  | NEW WELL <input checked="" type="checkbox"/> | HORIZ. LATS. <input type="checkbox"/> | DEEP-EN <input type="checkbox"/> | RE-ENTRY <input type="checkbox"/> | DIFF. RESVR. <input type="checkbox"/>                                 | OTHER <input type="checkbox"/> |
| 2. NAME OF OPERATOR:<br>Axia Energy, LLC.   |  |  |                                       |                                  |                                   | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME                                  |                                |
| 3. ADDRESS OF OPERATOR:<br>1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202                        |  |  |                                       |                                  |                                   | 7. UNIT or CA AGREEMENT NAME  |                                |
| 4. LOCATION OF WELL (FOOTAGES)<br>AT SURFACE: NENW 1183' FNL & 1947' FWL                                  |  |  |                                       |                                  |                                   | 8. WELL NAME and NUMBER:<br>Three Rivers 16-22-820                    |                                |
| AT TOP PRODUCING INTERVAL REPORTED BELOW: NENW 1320' FNL & 2004' FWL                                      |  |  |                                       |                                  |                                   | 9. API NUMBER:<br>4304753230  |                                |
| AT TOTAL DEPTH: NENW 1371' FNL & 1994' FWL  |  |  |                                       |                                  |                                   | 10. FIELD AND POOL, OR WILDCAT<br>UNDESIGNATED                        |                                |
| 14. DATE SPUDDED:<br>3/22/2013  |  |  |                                       |                                  |                                   | 11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:<br>NENW 16 08S 20E S |                                |
| 15. DATE T.D. REACHED:<br>5/31/2013   |  |  |                                       |                                  |                                   | 12. COUNTY<br>UNITAH  |                                |
| 16. DATE COMPLETED:<br>7/3/2013   |  |  |                                       |                                  |                                   | 13. STATE<br>UTAH   |                                |
| 18. TOTAL DEPTH: MD 6765'<br>TVD 6759'  |  |  |                                       |                                  |                                   | 17. ELEVATIONS (DF, RKB, RT, GL):<br>4766' GL / 4783' KB              |                                |
| 19. PLUG BACK T.D.: MD 6,697<br>TVD 6,691   |  |  |                                       |                                  |                                   | 20. IF MULTIPLE COMPLETIONS, HOW MANY? *                              |                                |
| 22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)<br>SD-DSN-ACR, Mud Log, CBL         |  |  |                                       |                                  |                                   | 21. DEPTH BRIDGE MD<br>PLUG SET: TVD                                  |                                |
| 23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) |  |  |                                       |                                  |                                   |   |                                |
| WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report)          |  |  |                                       |                                  |                                   |   |                                |
| DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)     |  |  |                                       |                                  |                                   |   |                                |

**24. CASING AND LINER RECORD (Report all strings set in well)**

| HOLE SIZE | SIZE/GRADE | WEIGHT (#/ft.) | TOP (MD) | BOTTOM (MD) | STAGE CEMENTER DEPTH | CEMENT TYPE & NO. OF SACKS | SLURRY VOLUME (BBL) | CEMENT TOP ** | AMOUNT PULLED |
|-----------|------------|----------------|----------|-------------|----------------------|----------------------------|---------------------|---------------|---------------|
| 24        | 16         |                | 0        | 120         |                      | G 100                      | 21                  | 0 CIR         |               |
| 12-1/4    | 8-5/8 J-55 | 24             | 0        | 1005        |                      | G 675                      | 138                 | 0 CIR         |               |
| 7-3/4     | 5-1/2 J-55 | 17             | 0        | 6743        |                      | G 415                      | 166                 | 2910 CBL      |               |
|           |            |                |          |             |                      |                            |                     |               |               |
|           |            |                |          |             |                      |                            |                     |               |               |
|           |            |                |          |             |                      |                            |                     |               |               |
|           |            |                |          |             |                      |                            |                     |               |               |

**25. TUBING RECORD**

| SIZE  | DEPTH SET (MD) | PACKER SET (MD) | SIZE | DEPTH SET (MD) | PACKER SET (MD) | SIZE | DEPTH SET (MD) | PACKER SET (MD) |
|-------|----------------|-----------------|------|----------------|-----------------|------|----------------|-----------------|
| 2-7/8 | 4583           |                 |      |                |                 |      |                |                 |

**26. PRODUCING INTERVALS**

| FORMATION NAME  | TOP (MD) | BOTTOM (MD) | TOP (TVD) | BOTTOM (TVD) | INTERVAL (Top/Bot - MD) | SIZE | NO. HOLES | PERFORATION STATUS   |
|-----------------|----------|-------------|-----------|--------------|-------------------------|------|-----------|--|
| (A) Green River | 2530     | 6,390       | 2,527     | 6,384        | 4608 6369               | .35  | 207       | Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/> |
| (B)             |          |             |           |              |                         |      |           | Open <input type="checkbox"/> Squeezed <input type="checkbox"/>            |
| (C)             |          |             |           |              |                         |      |           | Open <input type="checkbox"/> Squeezed <input type="checkbox"/>            |
| (D)             |          |             |           |              |                         |      |           | Open <input type="checkbox"/> Squeezed <input type="checkbox"/>            |

**28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.**

|   |   |                                    |
|---|---|------------------------------------|
| WAS WELL HYDRAULICALLY FRACTURED? YES <input checked="" type="checkbox"/> NO <input type="checkbox"/> |   | IF YES - DATE FRACTURED: 6/18/2013 |
| DEPTH INTERVAL  | AMOUNT AND TYPE OF MATERIAL   |                                    |
| 4608 TO 6369  | Green River Hybrid Frac - 28,592 bbls slurry, 1,154,000 gal fluid, 900,580# 20/40 Premium White |                                    |
|   |   |                                    |
|   |   |                                    |

**29. ENCLOSED ATTACHMENTS:**

- ☒ ELECTRICAL/MECHANICAL LOGS     
 ☐ GEOLOGIC REPORT     
 ☐ DST REPORT     
 ☒ DIRECTIONAL SURVEY  
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION     
 ☐ CORE ANALYSIS     
 ☐ OTHER: Wellbore Diagram

**30. WELL STATUS:**

**Prod**

## 31. INITIAL PRODUCTION

## INTERVAL A (As shown in Item #26)

|                                   |                   |                         |                      |                     |                      |                              |                   |                  |                     |                          |
|-----------------------------------|-------------------|-------------------------|----------------------|---------------------|----------------------|------------------------------|-------------------|------------------|---------------------|--------------------------|
| DATE FIRST PRODUCED:<br>6/27/2013 |                   | TEST DATE:<br>7/27/2013 |                      | HOURS TESTED:<br>24 |                      | TEST PRODUCTION<br>RATES: →  | OIL – BBL:<br>192 | GAS – MCF:<br>71 | WATER – BBL:<br>175 | PROD. METHOD:<br>Pumping |
| CHOKE SIZE:<br>40                 | TBG. PRESS.<br>38 | CSG. PRESS.<br>38       | API GRAVITY<br>32.00 | BTU – GAS           | GAS/OIL RATIO<br>370 | 24 HR PRODUCTION<br>RATES: → | OIL – BBL:<br>192 | GAS – MCF:<br>71 | WATER – BBL:<br>175 | INTERVAL STATUS:<br>Open |

## INTERVAL B (As shown in Item #26)

|                      |             |             |             |               |               |                           |            |            |              |                  |
|----------------------|-------------|-------------|-------------|---------------|---------------|---------------------------|------------|------------|--------------|------------------|
| DATE FIRST PRODUCED: |             | TEST DATE:  |             | HOURS TESTED: |               | TEST PRODUCTION RATES: →  | OIL – BBL: | GAS – MCF: | WATER – BBL: | PROD. METHOD:    |
| CHOKE SIZE:          | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS     | GAS/OIL RATIO | 24 HR PRODUCTION RATES: → | OIL – BBL: | GAS – MCF: | WATER – BBL: | INTERVAL STATUS: |

## INTERVAL C (As shown in Item #26)

|                      |             |             |             |               |               |                           |            |            |              |                  |
|----------------------|-------------|-------------|-------------|---------------|---------------|---------------------------|------------|------------|--------------|------------------|
| DATE FIRST PRODUCED: |             | TEST DATE:  |             | HOURS TESTED: |               | TEST PRODUCTION RATES: →  | OIL – BBL: | GAS – MCF: | WATER – BBL: | PROD. METHOD:    |
| CHOKE SIZE:          | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS     | GAS/OIL RATIO | 24 HR PRODUCTION RATES: → | OIL – BBL: | GAS – MCF: | WATER – BBL: | INTERVAL STATUS: |

## INTERVAL D (As shown in Item #26)

|                      |             |             |             |               |               |                           |            |            |              |                  |
|----------------------|-------------|-------------|-------------|---------------|---------------|---------------------------|------------|------------|--------------|------------------|
| DATE FIRST PRODUCED: |             | TEST DATE:  |             | HOURS TESTED: |               | TEST PRODUCTION RATES: →  | OIL – BBL: | GAS – MCF: | WATER – BBL: | PROD. METHOD:    |
| CHOKE SIZE:          | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS     | GAS/OIL RATIO | 24 HR PRODUCTION RATES: → | OIL – BBL: | GAS – MCF: | WATER – BBL: | INTERVAL STATUS: |

## 32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

VENTED/USED

## 33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

## 34. FORMATION (Log) MARKERS:

| Formation | Top<br>(MD) | Bottom<br>(MD) | Descriptions, Contents, etc. | Name          | Top<br>(Measured Depth) |
|-----------|-------------|----------------|------------------------------|---------------|-------------------------|
|           |             |                |                              | Green River   | 2,530                   |
|           |             |                |                              | Garden Gluch  | 4,437                   |
|           |             |                |                              | Uteland Butte | 6,243                   |
|           |             |                |                              | Wasatch       | 6,390                   |

## 35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

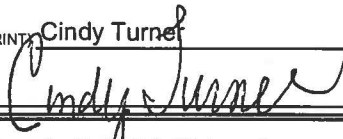
NAME (PLEASE PRINT)

Cindy Turner

TITLE

Project Manager

SIGNATURE



DATE

11/5/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation

- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

\* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

\*\* ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

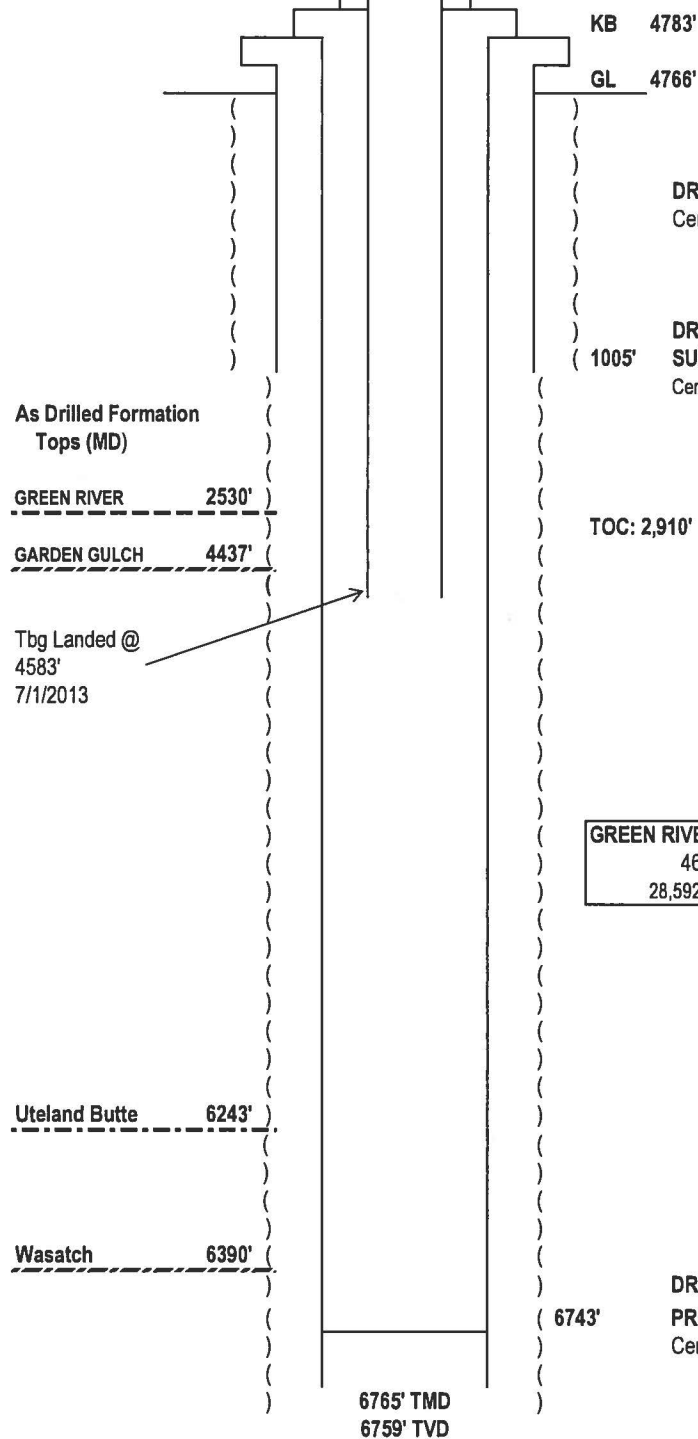
Send to: Utah Division of Oil, Gas and Mining  
1594 West North Temple, Suite 1210  
Box 145801  
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

**WELLBORE DIAGRAM (after completion)**

|   |
|---|
| Company: Axia Energy, LLC   |
| Lease Name: Three Rivers 16-22-820                                |
| Surface Location: NENW Sec 16-T8S-R20E, 1183' FNL & 1947' FWL     |
| Bottom Hole Location: NENW Sec 16-T8S-R20E, 1371' FNL & 1994' FWL |
| County: Uintah, UT  |
| Date: 11/5/2013   |

**DRILLED 18" HOLE TO 120' - SET 16" CONDUCTOR**

Cemented with 100 sxs to surface on 3/22/2013

**DRILLED 12-1/4" HOLE 1025'**

( 1005' SURF CSG - 8-5/8" 24# J-55 ST&amp;C (23 jts) 4/12/2013

Cement: 675 sxs to surface

TOC: 2,910'

**GREEN RIVER 6 STAGE HYBRID FRAC (slickwater/gel)**

|  |      |             |       |           |
|--|------|-------------|-------|-----------|
| 4608   | 6369 | Green River | 3 spf | 207 Holes |
| 28,592 bbls slurry, 1,154,000 gal fluid & 900,580# 20/40 Premium White |      |             |       |           |

**DRILLED 7-3/4" HOLE TO 6765' TMD**

PROD CSG - 5 1/2" 17# J-55 LT&amp;C (153 jts) Set @ 6742.87' 5/30/13

Cemented with 415 sxs Premium Lite



**Job Number:** 5242013  
**Company:** Axia Energy  
**Lease/Well:** TR 16-22-820  
**Location:** Vernal  
**Rig Name:** Super Single  
**State/County:** Utah/ Uintah  
**Country:** USA  
**API Number:** 43-047-532300000

**Elevation (To MSL):** 0.00 ft  
**RKB:** 0.00 ft  
**Projection System:** US State Plane 1983  
**Projection Group:** Utah Central Zone  
**Projection Datum:** GRS80  
**Magnetic Declination:** 10.92  
**Grid Convergence:** 1.16816 E  
**Date:** Thursday, May 30, 2013

Calculated by HawkEye Software

Minimum Curvature Method

Vertical Section Plane 163.18°

Northing (US ft): 7219979.27 Easting (US ft): 2150371.02

Latitude: 40°07'35.1800" N Longitude: -109°40'34.1000" W

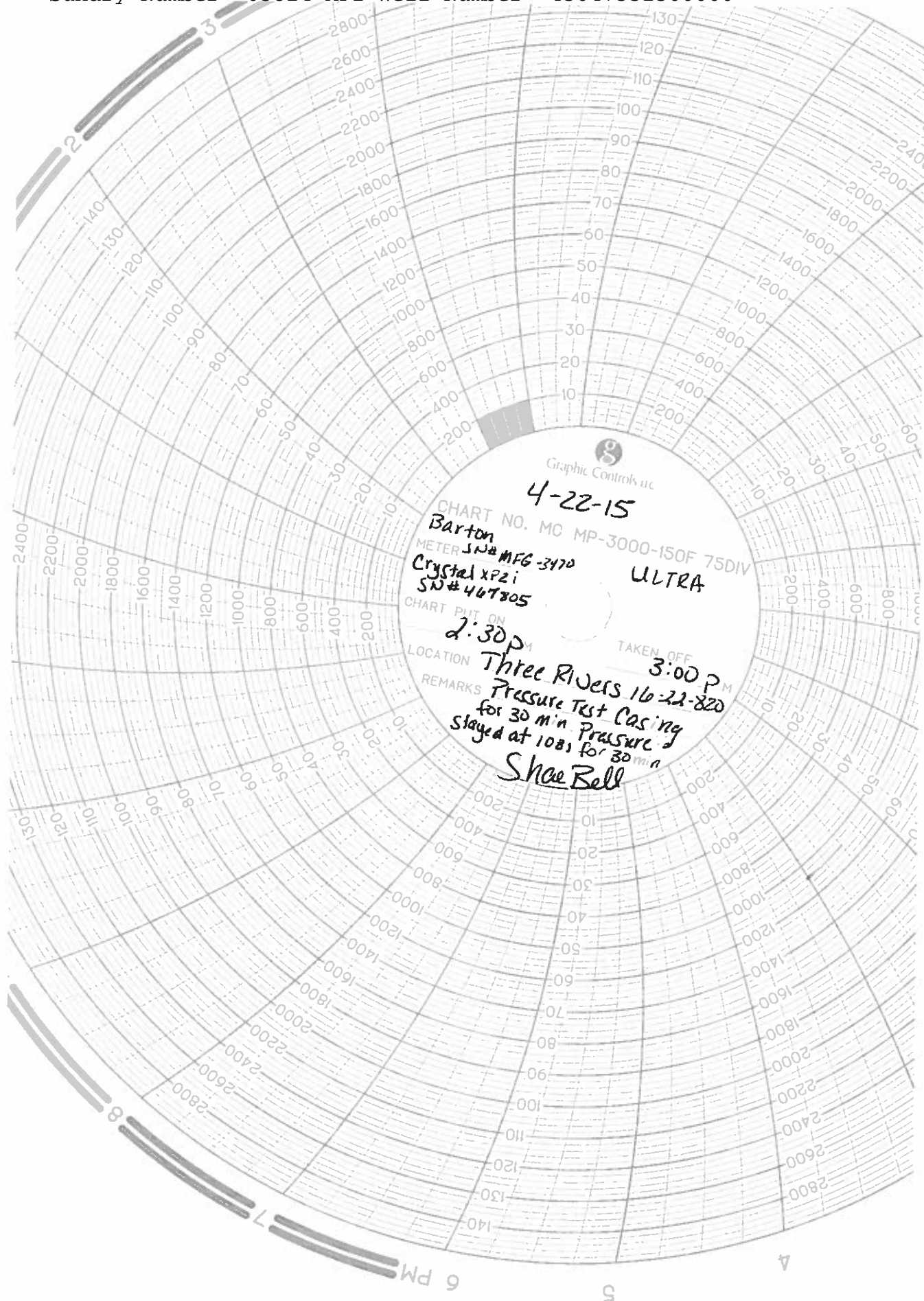
Well Location: 2102 FNL, 2184 FWL, Section 16, T8S, R20E, Meridian 26, Uintah County, UT

Direction Reference: True North


| Measured<br>Depth<br>(Ft) | INC<br>Deg | AZM<br>Deg | TVD<br>(Ft) | NS<br>(Ft) | EW<br>(Ft) | VS<br>(Ft) | DLS<br>°/100Ft |
|---------------------------|------------|------------|-------------|------------|------------|------------|----------------|
| 0.00                      | 0.00       | 0.00       | 0.00        | 0.00       | 0.00       | 0.00       | 0.00           |
| 1162.00                   | 0.40       | 241.20     | 1161.99     | -1.95      | -3.55      | 0.84       | 0.03           |
| 1204.00                   | 0.20       | 180.70     | 1203.99     | -2.10      | -3.68      | 0.94       | 0.83           |
| 1247.00                   | 1.40       | 193.60     | 1246.99     | -2.68      | -3.81      | 1.47       | 2.80           |
| 1290.00                   | 1.90       | 180.10     | 1289.97     | -3.91      | -3.93      | 2.60       | 1.47           |
| 1333.00                   | 1.70       | 161.40     | 1332.95     | -5.22      | -3.73      | 3.92       | 1.44           |
| 1375.00                   | 1.70       | 159.20     | 1374.93     | -6.40      | -3.31      | 5.17       | 0.16           |
| 1418.00                   | 2.10       | 147.60     | 1417.90     | -7.66      | -2.66      | 6.56       | 1.29           |
| 1461.00                   | 3.20       | 154.60     | 1460.86     | -9.41      | -1.73      | 8.51       | 2.66           |
| 1503.00                   | 3.20       | 155.10     | 1502.79     | -11.53     | -0.73      | 10.83      | 0.07           |
| 1546.00                   | 3.10       | 153.10     | 1545.73     | -13.66     | 0.30       | 13.16      | 0.35           |
| 1589.00                   | 4.10       | 151.30     | 1588.64     | -16.04     | 1.57       | 15.81      | 2.34           |
| 1632.00                   | 3.80       | 153.00     | 1631.54     | -18.66     | 2.95       | 18.71      | 0.75           |
| 1674.00                   | 3.50       | 148.10     | 1673.45     | -20.99     | 4.26       | 21.32      | 1.03           |
| 1760.00                   | 3.70       | 148.80     | 1759.28     | -25.59     | 7.09       | 26.55      | 0.24           |
| 1845.00                   | 4.40       | 156.80     | 1844.07     | -30.93     | 9.79       | 32.44      | 1.06           |
| 1931.00                   | 4.70       | 152.00     | 1929.80     | -37.08     | 12.74      | 39.18      | 0.56           |
| 2016.00                   | 4.70       | 150.20     | 2014.52     | -43.17     | 16.11      | 45.99      | 0.17           |
| 2102.00                   | 4.90       | 145.30     | 2100.21     | -49.25     | 19.95      | 52.92      | 0.53           |
| 2187.00                   | 4.70       | 146.10     | 2184.92     | -55.12     | 23.96      | 59.70      | 0.25           |
| 2272.00                   | 4.30       | 142.80     | 2269.65     | -60.55     | 27.83      | 66.02      | 0.56           |
| 2358.00                   | 4.30       | 144.90     | 2355.41     | -65.76     | 31.63      | 72.10      | 0.18           |
| 2443.00                   | 4.90       | 149.00     | 2440.14     | -71.48     | 35.34      | 78.64      | 0.80           |
| 2528.00                   | 3.70       | 148.30     | 2524.90     | -76.92     | 38.65      | 84.82      | 1.41           |
| 2614.00                   | 4.50       | 148.20     | 2610.68     | -82.15     | 41.88      | 90.76      | 0.93           |
| 2699.00                   | 3.50       | 149.00     | 2695.47     | -87.21     | 44.98      | 96.49      | 1.18           |
| 2785.00                   | 3.40       | 141.50     | 2781.31     | -91.46     | 47.92      | 101.41     | 0.54           |
| 2870.00                   | 3.90       | 145.10     | 2866.14     | -95.80     | 51.14      | 106.50     | 0.65           |
| 2998.00                   | 4.00       | 144.70     | 2993.84     | -103.01    | 56.21      | 114.87     | 0.08           |
| 3083.00                   | 4.70       | 145.40     | 3078.59     | -108.30    | 59.90      | 121.00     | 0.83           |
| 3169.00                   | 4.00       | 153.10     | 3164.34     | -113.87    | 63.26      | 127.31     | 1.06           |
| 3382.00                   | 3.10       | 143.70     | 3376.93     | -125.14    | 70.03      | 140.05     | 0.50           |
| 3468.00                   | 1.60       | 140.80     | 3462.86     | -127.95    | 72.16      | 143.35     | 1.75           |
| 3553.00                   | 1.50       | 146.90     | 3547.83     | -129.80    | 73.52      | 145.52     | 0.23           |
| 3639.00                   | 0.60       | 128.40     | 3633.81     | -131.02    | 74.49      | 146.97     | 1.10           |
| 3724.00                   | 1.30       | 220.90     | 3718.81     | -132.03    | 74.21      | 147.85     | 1.71           |
| 3810.00                   | 1.20       | 228.20     | 3804.78     | -133.36    | 72.90      | 148.75     | 0.22           |
| 3895.00                   | 2.00       | 244.30     | 3889.75     | -134.60    | 70.90      | 149.36     | 1.07           |
| 3980.00                   | 2.00       | 280.30     | 3974.70     | -134.98    | 68.10      | 148.91     | 1.45           |
| 4066.00                   | 1.80       | 264.40     | 4060.66     | -134.84    | 65.28      | 147.96     | 0.65           |
| 4151.00                   | 1.60       | 279.60     | 4145.62     | -134.77    | 62.78      | 147.17     | 0.58           |
| 4237.00                   | 1.50       | 248.60     | 4231.59     | -134.98    | 60.55      | 146.73     | 0.97           |

| Measured Depth (Ft)    | INC Deg | AZM Deg | TVD (Ft) | NS (Ft) | EW (Ft) | VS (Ft) | DLS %/100Ft |
|------------------------|---------|---------|----------|---------|---------|---------|-------------|
| 4322.00                | 1.10    | 242.80  | 4316.57  | -135.76 | 58.79   | 146.97  | 0.49        |
| 4408.00                | 0.10    | 298.30  | 4402.56  | -136.10 | 57.99   | 147.06  | 1.22        |
| 4493.00                | 0.70    | 253.70  | 4487.56  | -136.22 | 57.42   | 147.00  | 0.74        |
| 4578.00                | 1.20    | 207.00  | 4572.55  | -137.15 | 56.52   | 147.64  | 1.04        |
| 4664.00                | 1.10    | 200.50  | 4658.53  | -138.73 | 55.82   | 148.95  | 0.19        |
| 4749.00                | 0.90    | 221.60  | 4743.52  | -139.99 | 55.09   | 149.95  | 0.49        |
| 4835.00                | 0.90    | 200.30  | 4829.51  | -141.13 | 54.41   | 150.84  | 0.39        |
| 4920.00                | 1.10    | 184.10  | 4914.50  | -142.57 | 54.12   | 152.13  | 0.41        |
| 5005.00                | 1.80    | 189.00  | 4999.47  | -144.70 | 53.85   | 154.10  | 0.84        |
| 5091.00                | 1.50    | 208.30  | 5085.43  | -147.03 | 53.11   | 156.11  | 0.73        |
| 5176.00                | 1.20    | 207.40  | 5170.41  | -148.80 | 52.17   | 157.53  | 0.35        |
| 5262.00                | 1.30    | 203.20  | 5256.39  | -150.49 | 51.37   | 158.92  | 0.16        |
| 5347.00                | 1.80    | 180.80  | 5341.36  | -152.72 | 50.98   | 160.93  | 0.91        |
| 5432.00                | 1.60    | 192.70  | 5426.32  | -155.21 | 50.70   | 163.24  | 0.48        |
| 5518.00                | 1.90    | 194.50  | 5512.28  | -157.76 | 50.07   | 165.50  | 0.35        |
| 5603.00                | 1.20    | 191.40  | 5597.25  | -160.00 | 49.55   | 167.49  | 0.83        |
| 5689.00                | 1.80    | 194.50  | 5683.22  | -162.19 | 49.03   | 169.44  | 0.70        |
| 5774.00                | 1.80    | 196.90  | 5768.18  | -164.76 | 48.31   | 171.69  | 0.09        |
| 5860.00                | 1.30    | 173.40  | 5854.15  | -167.02 | 48.03   | 173.77  | 0.93        |
| 5945.00                | 1.50    | 194.40  | 5939.12  | -169.05 | 47.86   | 175.67  | 0.64        |
| 6031.00                | 1.60    | 155.90  | 6025.09  | -171.24 | 48.07   | 177.82  | 1.19        |
| 6116.00                | 1.70    | 169.10  | 6110.06  | -173.56 | 48.79   | 180.26  | 0.46        |
| 6201.00                | 1.60    | 164.70  | 6195.02  | -175.94 | 49.35   | 182.70  | 0.19        |
| 6287.00                | 1.70    | 174.20  | 6280.99  | -178.37 | 49.79   | 185.15  | 0.34        |
| 6372.00                | 1.10    | 170.10  | 6365.96  | -180.43 | 50.06   | 187.20  | 0.72        |
| 6458.00                | 1.40    | 198.20  | 6451.94  | -182.24 | 49.87   | 188.88  | 0.78        |
| 6543.00                | 1.20    | 205.80  | 6536.92  | -184.03 | 49.16   | 190.38  | 0.31        |
| 6628.00                | 1.20    | 185.00  | 6621.90  | -185.72 | 48.70   | 191.86  | 0.51        |
| 6714.00                | 1.40    | 215.10  | 6707.88  | -187.47 | 48.01   | 193.35  | 0.82        |
| Projection To Bit (TD) |         |         |          |         |         |         |             |
| 6765.00                | 1.40    | 215.10  | 6758.86  | -188.49 | 47.30   | 194.11  | 0.00        |

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.               |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>ULTRA RESOURCES INC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>116 Inverness Drive East, Suite #400, Englewood, CO, 80112   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1183 FNL 1947 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>303 645-9809 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>THREE RIVERS       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA  |  |  |
| <b>TYPE OF SUBMISSION</b>  | <b>TYPE OF ACTION</b>  |  |
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:   | <input type="checkbox"/> ACIDIZE   |  |
| <input checked="" type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:<br>4/22/2015   | <input type="checkbox"/> ALTER CASING                                      |  |
| <input type="checkbox"/> SPUD REPORT<br>Date of Spud:  | <input type="checkbox"/> CASING REPAIR                                     |  |
| <input type="checkbox"/> DRILLING REPORT<br>Report Date:   | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS                          |  |
|  | <input type="checkbox"/> CHANGE WELL STATUS                                |  |
|  | <input type="checkbox"/> CHANGE WELL NAME                                  |  |
|  | <input checked="" type="checkbox"/> CONVERT WELL TYPE                      |  |
|  | <input type="checkbox"/> DEEPEN  |  |
|  | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS                    |  |
|  | <input type="checkbox"/> NEW CONSTRUCTION                                  |  |
|  | <input type="checkbox"/> OPERATOR CHANGE                                   |  |
|  | <input type="checkbox"/> FRACTURE TREAT                                    |  |
|  | <input type="checkbox"/> PLUG BACK   |  |
|  | <input type="checkbox"/> PRODUCTION START OR RESUME                        |  |
|  | <input type="checkbox"/> PLUG AND ABANDON                                  |  |
|  | <input type="checkbox"/> RECLAMATION OF WELL SITE                          |  |
|  | <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION                    |  |
|  | <input type="checkbox"/> REPERFORATE CURRENT FORMATION                     |  |
|  | <input type="checkbox"/> SIDETRACK TO REPAIR WELL                          |  |
|  | <input type="checkbox"/> TEMPORARY ABANDON                                 |  |
|  | <input type="checkbox"/> TUBING REPAIR                                     |  |
|  | <input type="checkbox"/> VENT OR FLARE                                     |  |
|  | <input type="checkbox"/> WATER DISPOSAL                                    |  |
|  | <input type="checkbox"/> WATER SHUTOFF                                     |  |
|  | <input type="checkbox"/> SI TA STATUS EXTENSION                            |  |
|  | <input type="checkbox"/> APD EXTENSION                                     |  |
|  | <input type="checkbox"/> WILDCAT WELL DETERMINATION                        |  |
|  | <input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/> |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br><br>This well was converted to an injection well through UIC Permit No. UT22308-10679 as of 04/22/2015. Please see the attached paker and casing test data, which passed 04/22/2015. |  |  |
| Accepted by the<br>Utah Division of<br>Oil, Gas and Mining<br><b>FOR RECORD ONLY</b><br>June 10, 2015  |  |  |
| <b>NAME (PLEASE PRINT)</b><br>Jasmine Allison  | <b>PHONE NUMBER</b><br>307 367-5041  | <b>TITLE</b><br>Sr. Permitting Analyst                     |
| <b>SIGNATURE</b><br>N/A  | <b>DATE</b><br>6/9/2015  |  |



## Crossfire, LLC – Job Hazard Analysis

|  |  |  |  |
|--|--|--|--|
| Equipment/ Job Location:<br><div style="font-size: 1.5em; text-align: center;">Three Rivers 16-22-820</div>  |  | <br>Integrated Safety Services |  |
| Date: 4-22-15<br>Start Time (AM/PM) 1:11 End Time (AM/PM) 5:00   |  | Job Description:<br><div style="font-size: 1.2em; text-align: center;">Pressure test casing</div>                  |  |
| Name of Person Completing Form: Ron Lago<br>JHA Translated by Bi-Lingual Individual for Spanish Speaking on Site <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>By: <i>[Signature]</i> |  |  |  |

Permit(s) Required: ☐ Hot Work ☐ Ground Disturbance ☐ Confined Space ☐ Energy Isolation (LOTO) ☐ Lifting Operation ☐ Other \_\_\_\_\_ ☐ No Permit Required  
 SIMOPS or Multi-Crew Activity ☐ Yes ☒ No Name of Person in Charge Ron Lago Person Works for (Company Name) \_\_\_\_\_

| Activity / Sequence of Job Tasks<br><small>List the tasks required to perform the activity in the sequence they are carried out.</small> | Energy Sources<br><small>(circle all that apply)</small>                                     | Specific Hazard Identified<br><small>Against each task list the hazards that could cause injury when the task is performed. Can the hazard hurt me or anyone working on the site?</small> | Environmental Impacts<br><small>Could there be a release to the air, soil or water? Will a waste be generated?</small> | Actions and Risk Control Measures<br><small>List the actions and control measures required to eliminate or minimize the risk of injury arising from the identified hazard and impact to the environment.</small> | Responsible Person<br><small>Write the name of the person responsible for implementing the control measures identified.</small> |
|--|--|---|--|--|---|
| Hook up pressure test tree   | Motion; Chemical; Radiation; Electrical; Gravity; Heat/Cold; Biological; <del>Pressure</del> | High pressure   | None   | Ensure all pressure is not inside fitting when breaking it apart   | <i>[Signature]</i>  |
| /  | Motion; Chemical; Radiation; Electrical; Gravity; Heat/Cold; Biological; <del>Pressure</del> | Burnding  | None   | Watch out for pinch points while working wear proper hand protection   | <i>[Signature]</i>  |
| /  | Motion; Chemical; Radiation; Electrical; Gravity; <del>Heat/Cold</del> Biological; Pressure  | Heat  | None   | Keep hydrated in all weather conditions  | <i>[Signature]</i>  |
| Hands  | Motion; Chemical; Radiation; Electrical; Gravity; Heat/Cold; Biological; Pressure            | Pinch points cuts sharp objects   |  | Don't over dermberg stay clear of any pinch point wear cut resistant gloves  | <i>[Signature]</i>  |

Was Emergency Response Plan and Actions Reviewed and Agreed? ☒ Yes ☐ No If No, give reason \_\_\_\_\_

# Crossfire, LLC – Job Hazard Analysis

\*\*\*All persons involved with the work described on the JHA require signatures\*\*\*

| JHA Team:   |  | Individual Name   | Signature of Employee on Site | Mobile Phone # of Employees on Site |
|---|--|---|-------------------------------|-------------------------------------|
| Crossfire, LLC Job Superintendent<br>Responsible for the safe delivery of work and ensures compliance with Crossfire requirements   |  |   |                               | 435 219 6401                        |
| Crossfire, LLC Foreman<br>Responsible for direct supervision of work on site to ensure safe work practices  |  | Renee Lugo 435 219 6401<br>Jim Burns  | Shae Bell<br>Jim Burns        | 435-442-0471                        |
| Crossfire, LLC Person in Charge (PIC)<br>Coordinates among multiple contractors on site   |  |   |                               |                                     |
| Describe Muster Points:   |  | <p>to town</p> <p>← Highway</p> <p>Meeting</p> <p>We are 4 miles south of Pelican</p> |                               |                                     |
| Others involved in work and JHA   |  |   |                               |                                     |
| Contact   |  | Phone Number  |                               |                                     |
| Company Representative(s)   |  |   |                               |                                     |
| Safety Representative(s)  |  |   |                               |                                     |
| Control Room  |  |   |                               |                                     |
| Emergency Number(s)   |  | 9-1-1   |                               |                                     |
| <p><b>STOP</b></p> <p>Stop the job at any time anyone is concerned about safety. Stop the job if anyone identifies a hazard not recorded on the JHA. Be alert to any changes in personnel, conditions at the work site, or hazards not covered by the original JHA. If it is necessary <b>STOP THE JOB</b>, re-assess the task and hazards and amend the JHA as needed.</p> |  |   |                               |                                     |

Worksite GPS coordinates (Lat/Long):

NORTH / WEST

Driving Directions:

4 miles south of Pelican  
turn right indicate right  
left turn approx 1/2 mile  
Nearest Intersection:  
Quay turn off

This document is a certification of the hazard assessment for the task and workplace per US OSHA 1910.132  
Ignacio Form #: Crossfire JHA

**Certificate of Calibration**

Report number FASTCAL-C00035

| Manufacturer | Model     | Gauge Number | Serial Number | Calibration Date | Expiration Date |
|--------------|-----------|--------------|---------------|------------------|-----------------|
| Crystal      | 5KPSIXP2I | 467805 5K    | 467805        | 1/26/2015        | 7/26/2015       |

| Model Uncertainty          |
|----------------------------|
| +/- ASME 4A of span (0.1%) |

All instrument calibrations are verified for accuracy before they are shipped. The recommended calibration interval for this instrument is 6 months from the date of verification. Your particular quality assurance requirements may supersede this recommendation.

As Received Condition: In tolerance

As Left Condition: In tolerance

Laboratory ambient conditions throughout this calibration were:

Temperature 70 to 72° F  
Humidity 30 to 32% RH  
Pressure 82 to 84 kPa

Reference Standards used in this calibration are traceable to the National Institute of Standards and Technology of the United States, through the following report numbers:

| Manufacturer        | Model       | Serial Number | Report Number | Due Date | Reference Uncertainty   |
|---------------------|-------------|---------------|---------------|----------|---|
| Crystal Engineering | 15KPSIBXP2I | 465591        | 194285        | 5-Apr-15 | 0-20% of FS: $\pm(0.02\%$ of FS); 20%-100% of FS: $\pm(0.1\%$ of Rdg) |
|                     |             |               |               |          |   |
|                     |             |               |               |          |   |

This certificate shall not be reproduced except in full, without written approval.

*Justin Anthony*  
Justin Anthony

Laboratory Representative

Quality Representative

# Test Results

Report number FASTCAL-C00035

## As Received Test Results

5000 PSI

| Reference Reading | Gauge Reading | Allowable Tolerance | Difference | Difference (% of FS) | Condition |
|-------------------|---------------|---------------------|------------|----------------------|-----------|
| 0                 | 0             | 5                   | 0          | 0.00%                | Pass      |
| 1000              | 999           | 5                   | -1         | -0.02%               | Pass      |
| 2000              | 1998          | 5                   | -2         | -0.04%               | Pass      |
| 3000              | 2997          | 5                   | -3         | -0.06%               | Pass      |
| 4000              | 4000          | 5                   | 0          | 0.00%                | Pass      |
| 5000              | 5000          | 5                   | 0          | 0.00%                | Pass      |
| 4000              | 4000          | 5                   | 0          | 0.00%                | Pass      |
| 3000              | 3000          | 5                   | 0          | 0.00%                | Pass      |
| 2000              | 2000          | 5                   | 0          | 0.00%                | Pass      |
| 1000              | 1000          | 5                   | 0          | 0.00%                | Pass      |
| 0                 | 0             | 5                   | 0          | 0.00%                | Pass      |

## As Left Test Results

5000 PSI

| Reference Reading | Gauge Reading | Allowable Tolerance | Difference | Difference (% of FS) | Condition |
|-------------------|---------------|---------------------|------------|----------------------|-----------|
| 0                 | 0             | 5                   | 0          | 0.00%                | Pass      |
| 1000              | 999           | 5                   | -1         | -0.02%               | Pass      |
| 2000              | 1998          | 5                   | -2         | -0.04%               | Pass      |
| 3000              | 2997          | 5                   | -3         | -0.06%               | Pass      |
| 4000              | 4000          | 5                   | 0          | 0.00%                | Pass      |
| 5000              | 5000          | 5                   | 0          | 0.00%                | Pass      |
| 4000              | 4000          | 5                   | 0          | 0.00%                | Pass      |
| 3000              | 3000          | 5                   | 0          | 0.00%                | Pass      |
| 2000              | 2000          | 5                   | 0          | 0.00%                | Pass      |
| 1000              | 1000          | 5                   | 0          | 0.00%                | Pass      |
| 0                 | 0             | 5                   | 0          | 0.00%                | Pass      |

AR Head correction:

0 PSI

AL Head correction:

0 PSI

Mercer Valve Co., Inc.

Repair Division

Vernal, Utah

Ph: 435-789-4780

866-612-1853

Fax: 435-789-4787

## VALVE TEST REPORT

|                |           |       |          |
|----------------|-----------|-------|----------|
| CUSTOMER NAME: | CROSSFIRE | DATE: | 02/12/15 |
| LOCATION:      | N/A       | PO #  | N/A      |
| EQUIPMENT:     | N/A       | PSV:  | N/A      |

## ORIGINAL NAMEPLATE INFORMATION

|               |          |          |               |
|---------------|----------|----------|---------------|
| MANUFACTURER  | MERCER   | MODEL    | 91-17D61T14E1 |
| SERIAL NUMBER | 1014209  | SIZE     | 1N1           |
| SET PRESSURE  | 1510 PSI | CAPACITY | 3065 SCFM     |
| ORIFICE       | D        |          |               |

## TEST DATA

|                      |   |                     |               |
|----------------------|---|---------------------|---------------|
| TEST MEDIA           | AIR   | CAPACITY            | 4312 SCFM     |
| SET PRESSURE         | 2130 PSI  | ACTUAL SET PRESSURE | 2130 PSI      |
| LEAKAGE AT RESET     | NONE  | EXTERNAL LEAKAGE    | NONE          |
| REPAIR SERIAL NO.    | UR-10922F   | MAWP                | N/A           |
| PRETEST 1ST POP      | LEAK PSI  | MODEL               | 91-17D61T14E1 |
| SECOND TEST          | LEAK PSI  |                     |               |
| QUALITY CONTROL INSP | SHAWN POULEN  |                     |               |
| COMMENTS:            | COMPLETE BREAKDOWN OF PSV. CLEAN AND INSPECTED ALL PARTS                          |                     |               |
|                      | INSTALL 05-015 SPRING REASSEMBLE PSV AND SET TO 2130 PSI AND REPAIR KIT INSTALLED |                     |               |

| Seal   | Re-Installed | N/A (No Valve) |
|--------|--------------|----------------|
| Inlet  | X            | X              |
| Outlet | X            | X              |

**Certificate of Calibration**

Report number FASTCAL-C00036

| Manufacturer | Model         | Gauge Number | Serial Number | Calibration Date | Expiration Date |
|--------------|---------------|--------------|---------------|------------------|-----------------|
| Barton       | 202A-MFG-3470 | MFG-3470 3K  | MFG-3470      | 1/26/2015        | 7/25/2015       |

| Model Uncertainty           |
|-----------------------------|
| +/- ASME 3A of span (0.25%) |

All instrument calibrations are verified for accuracy before they are shipped. The recommended calibration interval for this instrument is 6 months from the date of verification. Your particular quality assurance requirements may supersede this recommendation.

As Received Condition: In tolerance

As Left Condition: In tolerance

Laboratory ambient conditions throughout this calibration were:

Temperature 70 to 72° F  
 Humidity 30 to 32% RH  
 Pressure 82 to 84 kPa

Reference Standards used in this calibration are traceable to the National Institute of Standards and Technology of the United States, through the following report numbers:

| Manufacturer        | Model       | Serial Number | Report Number | Due Date | Reference Uncertainty   |
|---------------------|-------------|---------------|---------------|----------|---|
| Crystal Engineering | 15KPSIBXP2I | 465591        | 194285        | 5-Apr-15 | 0-20% of FS: $\pm(0.02\%$ of FS); 20%-100% of FS: $\pm(0.1\%$ of Rdg) |
|                     |             |               |               |          |   |
|                     |             |               |               |          |   |

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*Justin Anthony*  
 Justin Anthony

Laboratory Representative

| Temp Test Test Points | As Left |
|-----------------------|---------|
| 38                    | 38      |
| 74                    | 75      |
| 109                   | 108     |

Quality Representative

# Test Results

Report number FASTCAL-C00036

## As Received Test Results

3000 PSI

| Reference Reading | Gauge Reading | Allowable Tolerance | Difference | Difference (% of FS) | Condition |
|-------------------|---------------|---------------------|------------|----------------------|-----------|
| 0                 | 0             | 7                   | 0          | 0.00%                | Pass      |
| 1500              | 1500          | 7                   | 0          | 0.00%                | Pass      |
| 2999              | 3000          | 7                   | 1          | 0.03%                | Pass      |
| 2400              | 2405          | 7                   | 5          | 0.17%                | Pass      |
| 600               | 600           | 7                   | 0          | 0.00%                | Pass      |
| 0                 | 0             | 7                   | 0          | 0.00%                | Pass      |

## As Left Test Results

3000 PSI

| Reference Reading | Gauge Reading | Allowable Tolerance | Difference | Difference (% of FS) | Condition |
|-------------------|---------------|---------------------|------------|----------------------|-----------|
| 0                 | 0             | 7                   | 0          | 0.00%                | Pass      |
| 1500              | 1500          | 7                   | 0          | 0.00%                | Pass      |
| 2999              | 3000          | 7                   | 1          | 0.03%                | Pass      |
| 2400              | 2405          | 7                   | 5          | 0.17%                | Pass      |
| 600               | 600           | 7                   | 0          | 0.00%                | Pass      |
| 0                 | 0             | 7                   | 0          | 0.00%                | Pass      |

AR Head correction:

0 PSI

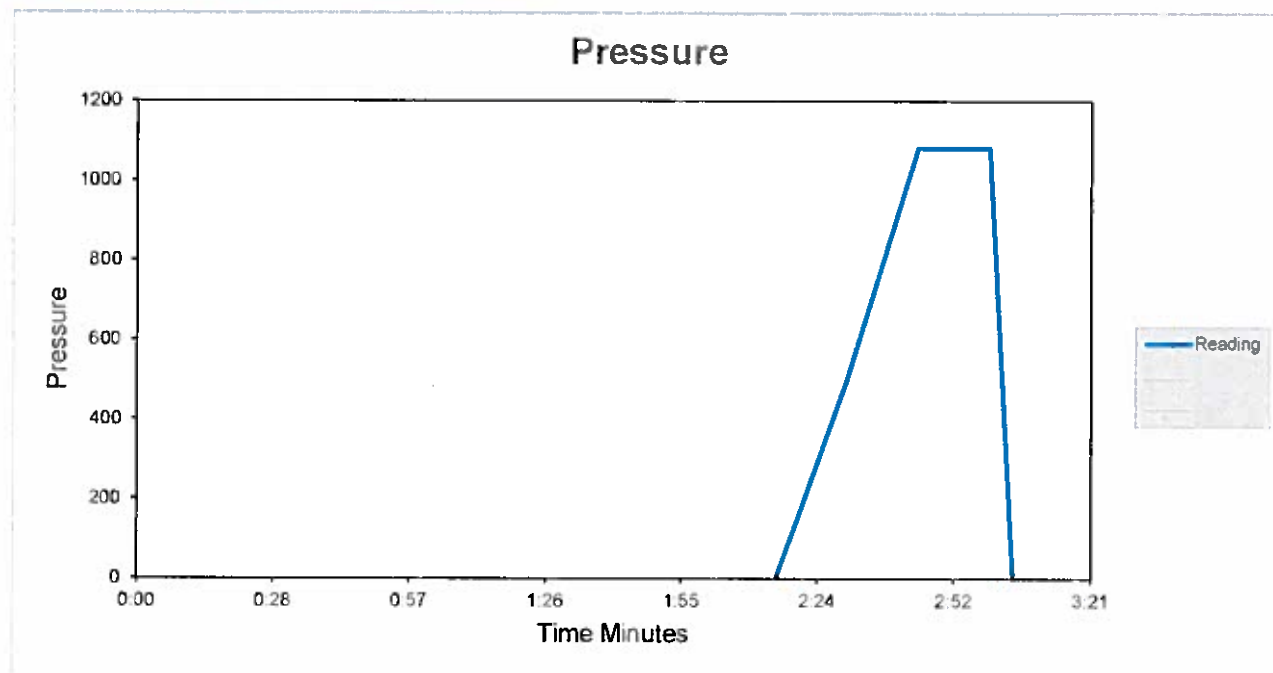
AL Head correction:

0 PSI

## Data Collection Report

| Gauge Information |                        |
|-------------------|------------------------|
| Serial Number     | 467805                 |
| Model             | 5KPSIXP2I              |
| Message Store     | Three Rivers 16-22-820 |
| Units             | PSI                    |

| Run Info         |                 |
|------------------|-----------------|
| Start Time       | 04-22-15 / 1430 |
| Stop Time        | 04-22-15 / 1500 |
| Logging Interval | 15              |



Serial Number 467805  
Model 5KPSIXP2I  
Units PSI

Firmware Version R0223 Message Store Three Rivers 16-22-820

Run Index 1

Logging Type Actual

Logging Interval 15

Start Time 04-22-15 / 1430

Stop Time 04-22-15 / 1500

Time Reading

2:15 0

2:30 500

2:45 1081.9

3:00 1081.9

3:05 0

Event Event Data

Battery OK

Logging Interval, 900

Tare, 0.0

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 6

**ENTITY ACTION FORM**

Operator: Ultra Petroleum Inc. Operator Account Number: N 4045  
Address: 116 Inverness Drive East Suite 400  
city Denver  
state CO zip 80112 Phone Number: (307) 367-5041

**Well 1**

| API Number   | Well Name             |                   | QQ        | Sec | Twp | Rng                              | County |
|--|-----------------------|-------------------|-----------|-----|-----|----------------------------------|--------|
|  | Multiple Wells        |                   |           |     |     |                                  | Uintah |
| Action Code  | Current Entity Number | New Entity Number | Spud Date |     |     | Entity Assignment Effective Date |        |
| D  | See List              | 19892             |           |     |     | 8/10/15                          |        |
| <b>Comments:</b> Assign multiple wells to a new common entity number. List of wells attached.<br><u>TR16 CTB North</u> |                       |                   |           |     |     |                                  |        |

**Well 2**

| API Number                                | Well Name             |                   | QQ        | Sec | Twp | Rng                              | County |
|---|-----------------------|-------------------|-----------|-----|-----|----------------------------------|--------|
|   |                       |                   |           |     |     |                                  |        |
| Action Code                               | Current Entity Number | New Entity Number | Spud Date |     |     | Entity Assignment Effective Date |        |
| D   | See List              | 19893             |           |     |     | 8/10/15                          |        |
| <b>Comments:</b><br><u>TR16 CTB South</u> |                       |                   |           |     |     |                                  |        |

**Well 3**

| API Number       | Well Name             |                   | QQ        | Sec | Twp | Rng                              | County |
|------------------|-----------------------|-------------------|-----------|-----|-----|----------------------------------|--------|
|                  |                       |                   |           |     |     |                                  |        |
| Action Code      | Current Entity Number | New Entity Number | Spud Date |     |     | Entity Assignment Effective Date |        |
|                  |                       |                   |           |     |     |                                  |        |
| <b>Comments:</b> |                       |                   |           |     |     |                                  |        |

**ACTION CODES:**

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Jasmine Allison

Name (Please Print)



Signature

Sr. Permitting Analyst

8/6/2015

Title

Date

| WellCode              | WellName                | API        | Current Entity Number | QtrQtr | Section | Township | Range  | County    | SpudDate |
|-----------------------|-------------------------|------------|-----------------------|--------|---------|----------|--------|-----------|----------|
| <b>TR16 CTB North</b> |                         |            |                       |        |         |          |        |           |          |
| TR16-11-820           | THREE RIVERS 16-11-820  | 4304753474 | 19262                 | SWNW   | 16 8S   | 20E      | UINTAH | 28-Dec-13 |          |
| TR16-11T-820          | THREE RIVERS 16-11T-820 | 4304754352 | 19557                 | NWNW   | 16 8S   | 20E      | UINTAH | 29-Jun-14 |          |
| TR16-12-820           | THREE RIVERS 16-12-820  | 4304753475 | 19263                 | SWNW   | 16 8S   | 20E      | UINTAH | 06-Jan-14 |          |
| TR16-12T-820          | THREE RIVERS 16-12T-820 | 4304754353 | 19558                 | NWNW   | 16 8S   | 20E      | UINTAH | 23-Jun-14 |          |
| TR16-21-820           | THREE RIVERS 16-21-820  | 4304753229 | 19024                 | NENW   | 16 8S   | 20E      | UINTAH | 25-May-13 |          |
| TR16-21T-820          | THREE RIVERS 16-21T-820 | 4304754364 | 19578                 | SENW   | 16 8S   | 20E      | UINTAH | 30-Jul-14 |          |
| TR16-22A-820          | THREE RIVERS 16-22A-820 | 4304754365 | 19579                 | SENW   | 16 8S   | 20E      | UINTAH | 26-Jul-14 |          |
| TR16-31-820           | THREE RIVERS 16-31-820  | 4304753495 | 19269                 | NWNE   | 16 8S   | 20E      | UINTAH | 13-Jan-14 |          |
| TR16-41-820           | THREE RIVERS 16-41-820  | 4304752110 | 18356                 | NENE   | 16 8S   | 20E      | UINTAH | 31-Jan-12 |          |
| TR16-42L-820          | THREE RIVERS 16-42L-820 | 4304754269 | 19491                 | SENE   | 16 8S   | 20E      | UINTAH | 20-Jul-14 |          |
| TR16-42T-820          | THREE RIVERS 16-42T-820 | 4304754292 | 19471                 | NENE   | 16 8S   | 20E      | UINTAH | 06-May-14 |          |
| TR16-44T-820          | THREE RIVERS 16-44T-820 | 4304754356 | 19561                 | SENE   | 16 8S   | 20E      | UINTAH | 15-Jul-14 |          |
| <b>TR16 CTB South</b> |                         |            |                       |        |         |          |        |           |          |
| TR16-13T-820          | THREE RIVERS 16-13T-820 | 4304754339 | 19492                 | NWSW   | 16 8S   | 20E      | UINTAH | 02-Jun-14 |          |
| TR16-14T-820          | THREE RIVERS 16-14T-820 | 4304754340 | 19493                 | NWSW   | 16 8S   | 20E      | UINTAH | 06-Jun-14 |          |
| TR16-22-820           | THREE RIVERS 16-22-820  | 4304753230 | 18961                 | NENW   | 16 8S   | 20E      | UINTAH | 31-May-13 |          |
| TR16-23-820           | THREE RIVERS 16-23-820  | 4304753231 | 19037                 | SESW   | 16 8S   | 20E      | UINTAH | 15-Jun-13 |          |
| TR16-24-820           | THREE RIVERS 16-24-820  | 4304753232 | 19038                 | SESW   | 16 8S   | 20E      | UINTAH | 08-Jun-13 |          |
| TR16-26T-820          | THREE RIVERS 16-26T-820 | 4304754351 | 19556                 | NESW   | 16 8S   | 20E      | UINTAH | 16-Jul-14 |          |
| TR16-32-820           | THREE RIVERS 16-32-820  | 4304753494 | 19185                 | SWNE   | 16 8S   | 20E      | UINTAH | 27-Sep-13 |          |
| TR16-32T-820          | THREE RIVERS 16-32T-820 | 4304754290 | 19470                 | NWNE   | 16 8S   | 20E      | UINTAH | 01-May-14 |          |
| TR16-33-820           | THREE RIVERS 16-33-820  | 4304753496 | 19161                 | SWNE   | 16 8S   | 20E      | UINTAH | 12-Nov-13 |          |
| TR16-33T-820          | THREE RIVERS 16-33T-820 | 4304754354 | 19559                 | NWSE   | 16 8S   | 20E      | UINTAH | 04-Jul-14 |          |
| TR16-34-820           | THREE RIVERS 16-34-820  | 4304753472 | 19278                 | SWSE   | 16 8S   | 20E      | UINTAH | 24-Jun-14 |          |
| TR16-34T-820          | THREE RIVERS 16-34T-820 | 4304754355 | 19560                 | NWSE   | 16 8S   | 20E      | UINTAH | 11-Jul-14 |          |
| TR16-36T-820          | THREE RIVERS 16-36T-820 | 4304754289 | 19529                 | SESE   | 16 8S   | 20E      | UINTAH | 16-Jun-14 |          |
| TR16-43-820           | THREE RIVERS 16-43-820  | 4304752057 | 18683                 | NESE   | 16 8S   | 20E      | UINTAH | 09-Aug-12 |          |
| TR16-44-820           | THREE RIVERS 16-44-820  | 4304753473 | 19268                 | SESE   | 16 8S   | 20E      | UINTAH | 19-Jun-14 |          |
| TR16-46T-820          | THREE RIVERS 16-46T-820 | 4304754348 | 19530                 | SESE   | 16 8S   | 20E      | UINTAH | 11-Jun-14 |          |

|  |   |  |
|--|---|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |   | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. |   | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Oil Well   |   | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>ULTRA RESOURCES INC   |   | <b>7. UNIT or CA AGREEMENT NAME:</b>                       |
| <b>3. ADDRESS OF OPERATOR:</b><br>116 Inverness Drive East, Suite #400 , Englewood, CO, 80112  |   | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1183 FNL 1947 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |   | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>303 645-9809 Ext   |   | <b>9. FIELD and POOL or WILDCAT:</b><br>THREE RIVERS       |
| <b>COUNTY:</b><br>UINTAH   |   | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA  |   |  |
| <b>TYPE OF SUBMISSION</b>  | <b>TYPE OF ACTION</b>                                   |  |
| <input type="checkbox"/> NOTICE OF INTENT<br>Approximate date work will start:   | <input type="checkbox"/> ACIDIZE                        |  |
| <input checked="" type="checkbox"/> SUBSEQUENT REPORT<br>Date of Work Completion:<br>5/26/2015   | <input type="checkbox"/> ALTER CASING                   |  |
| <input type="checkbox"/> SPUD REPORT<br>Date of Spud:  | <input type="checkbox"/> CASING REPAIR                  |  |
| <input type="checkbox"/> DRILLING REPORT<br>Report Date:   | <input type="checkbox"/> CHANGE TO PREVIOUS PLANS       |  |
|  | <input type="checkbox"/> CHANGE TUBING                  |  |
|  | <input type="checkbox"/> CHANGE WELL STATUS             |  |
|  | <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS |  |
|  | <input type="checkbox"/> DEEPEN                         |  |
|  | <input type="checkbox"/> FRACTURE TREAT                 |  |
|  | <input type="checkbox"/> OPERATOR CHANGE                |  |
|  | <input type="checkbox"/> PLUG AND ABANDON               |  |
|  | <input type="checkbox"/> PRODUCTION START OR RESUME     |  |
|  | <input type="checkbox"/> RECLAMATION OF WELL SITE       |  |
|  | <input type="checkbox"/> REPERFORATE CURRENT FORMATION  |  |
|  | <input type="checkbox"/> SIDETRACK TO REPAIR WELL       |  |
|  | <input type="checkbox"/> TUBING REPAIR                  |  |
|  | <input type="checkbox"/> VENT OR FLARE                  |  |
|  | <input type="checkbox"/> WATER SHUTOFF                  |  |
|  | <input type="checkbox"/> SI TA STATUS EXTENSION         |  |
|  | <input type="checkbox"/> WILDCAT WELL DETERMINATION     |  |
|  | <input checked="" type="checkbox"/> OTHER               |  |
|  | OTHER: <input type="text" value="First Injection"/>     |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br>This well was previously approved to be converted to an injection well. First injection commenced 5/26/2015. Please see the attached daily summary of work performed.  |   |  |
| <b>NAME (PLEASE PRINT)</b><br>Jasmine Allison  | <b>PHONE NUMBER</b><br>307 367-5041                     | <b>TITLE</b><br>Sr. Permitting Analyst                     |
| <b>SIGNATURE</b><br>N/A  | <b>DATE</b><br>9/4/2015                                 |  |

**ULTRA RESOURCES, INC.**  
**DAILY COMPLETION REPORT FOR 04/11/2015 TO 04/17/2015**

|                    |  |               |                        |
|--------------------|--|---------------|------------------------|
| Well Name          | THREE RIVERS 16-22-820                       | Fracs Planned |                        |
| Location:          | UINTAH County, UTAH(NENW 16 8S 20E)          | AFE#          | 141084, 150063, 150063 |
| Total Depth Date:  | 05/31/2013 TD 6,765                          | Formation:    | (Not Specified)        |
| Production Casing: | Size 5.500 Wt 17.000 Grade J-55 Set At 6,743 | GL:           | KB: 4,777              |

|                    |  |                   |              |
|--------------------|--|-------------------|--------------|
| Date:              | 04/11/2015   |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"   | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS  |                   |              |
| Work Objective:    | M/RU workover rig  |                   |              |
| Contractors:       | DOUBLE HOOK, WILLIES, JCS  |                   |              |
| Completion Rig:    | Double Hook 1  | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | Well shut in   |                   |              |
| Activities         |  |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING  |                   |              |
| 0700-1400          | R/d Unit, Road Rig from Three Rivers 32-334-720 to loc. Spot in r/u unit. R/u willies hot oil, heated csg w/ 50-bbls prod. Wtr @ 200 degr., removed horses head, unseated pump, flushed tbg w/ 30-bbls prod. wtr @ 200 degr., r/d willies, Pooch l/d w/ 1 1/2" x 30' polish rod, 2-2' 1-4' 1-8' x 7/8" pony rods, 91-7/8" 4per mms rods, 131-3/4" 4per mms rods, 30-1" 4per mms rods, pump. Shut Well In |                   |              |
| 1400-1500          | CREW TRAVEL  |                   |              |
| Costs (\$):        | Daily: 3,289   | Cum: 16,068       | AFE: 95,250  |

|                    |  |                   |              |
|--------------------|--|-------------------|--------------|
| Date:              | 04/13/2015   |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"   | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS  |                   |              |
| Work Objective:    | Blow well down   |                   |              |
| Contractors:       | DOUBLE HOOK, WILLIES, JCS, CIRCLE D, KNIGHT OIL TOOLS  |                   |              |
| Completion Rig:    | Double Hook 1  | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | TIH w/ tubing  |                   |              |
| Activities         |  |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING  |                   |              |
| 0700-1800          | SICP @ 210 SITP @ 150 Shot fluid level w/ echo meter (6,000'), blow dwn Well, R/u Willies hot oil, heated csg w/ 50-bbls prod. Wtr @ 200 degr., Changed over to tbg equip, n/d Well head, unlanded tbg, tac was sheared, n/u BOPE, L/d hanger, p/u & rih w/ 7-jnts 2 7/8" tbg, tag fill @ 6,601', pooch l/d w/ 7-jnts. pooch w/ 141-jnts 2 7/8" tbg, tac, 59-jnts 2 7/8" tbg, psn, 1-jnt 2 7/8" tbg, 4' x 2 7/8" pup jnt, desander, 4' x 2 7/8" pup jnt, perge valve. Rih w/ 4 3/4" rock bit, 5.5" csg scrapper, x-over, 201-jnts 2 7/8" tbg no tag @ 6,376', pooch l/d w/ 84-jnts 2 7/8" tbg, pooch s/b w/ 117-jnts 2 7/8" tbg, x-over, csg scrapper & bit. Rih w/ 2' x 2 7/8" swedge, psn, 117-jnts 2 7/8" tbg from derrick, EOT @ 3,634'. SIT, Flow csg to sales. |                   |              |
| 1800-1900          | CREW TRAVEL  |                   |              |
| 0000-0000          | Well shut in at 2:00pm on April 11th. Static FL and pressures pulled at 6:30am on April 13th. Tubing @ 150psi and casing @ 220psi. FL @ 6012ft.; Field test on casing to 1000psi for 15 minute hold on Saturday (April 20). EPA test performed on 4/22/2015. Good test for 30 minutes;   |                   |              |
| Costs (\$):        | Daily: 6,931   | Cum: 22,998       | AFE: 95,250  |

|                    |  |                   |              |
|--------------------|--|-------------------|--------------|
| Date:              | 04/14/2015   |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"   | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS  |                   |              |
| Work Objective:    | M/RU workover rig  |                   |              |
| Contractors:       | DOUBLE HOOK, KNIGHT OIL TOOLS, CIRCLE D  |                   |              |
| Completion Rig:    | Double Hook 1  | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | TIH w/ Rods  |                   |              |
| Activities         |  |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING  |                   |              |
| 0700-1730          | P/u & rih from 3,634' w/ 84- jnts 2 7/8" tbg, 201- total jnts, Eot @ 6,374'. R/u swab equip, rih w/ cups Tag fluid @ 5,100'. Made 20- back to back runs from Psn @ 6,373'. Recovered 74-bbls fluid, last fluid LEvel @ 5,700' SIT, Flow Csg to sales.                                  |                   |              |
| 1730-1830          | CREW TRAVEL  |                   |              |
| 0000-0000          | Well shut in at 2:00pm on April 11th. Static FL and pressures pulled at 6:30am on April 13th. Tubing @ 150psi and casing @ 220psi. FL @ 6012ft.; Field test on casing to 1000psi for 15 minute hold on Saturday (April 20). EPA test performed on 4/22/2015. Good test for 30 minutes; |                   |              |
| Costs (\$):        | Daily: 3,925   | Cum: 26,923       | AFE: 95,250  |

|                    |  |                   |              |
|--------------------|--|-------------------|--------------|
| Date:              | 04/15/2015   |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"   | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS  |                   |              |
| Work Objective:    | MI swab rig  |                   |              |
| Contractors:       | DOUBLE HOOK 1, KNIGHT OIL TOOLS  |                   |              |
| Completion Rig:    | Double Hook 1  | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | Well sent to sales   |                   |              |
| Activities         |  |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING  |                   |              |
| 0700-1430          | R/u swab equip, rih w/ cups tag fluid @ 5,300', made 16- back to back runs from PSN @ 6,373' recovered 51-bbls fluid, 125 total bbls, last 2-runs dry. Last fluid level @ 5,800'. Changed swab cup ever run due too tearing them up w/ light loads. SIT & CSG, shot fluid level w/ echo meter (5,800') SICP @ 107 psi, SITP @ 0. R/d swab equip. |                   |              |
| 1430-1530          | CREW TRAVEL  |                   |              |
| 0000-0000          | Well shut in at 2:00pm on April 11th. Static FL and pressures pulled at 6:30am on April 13th. Tubing @ 150psi and casing @ 220psi. FL @ 6012ft.; Field test on casing to 1000psi for 15 minute hold on Saturday (April 20). EPA test performed on 4/22/2015. Good test for 30 minutes;   |                   |              |
| Costs (\$):        | Daily: 3,240   | Cum: 30,163       | AFE: 95,250  |

|                    |   |                   |              |
|--------------------|---|-------------------|--------------|
| Date:              | 04/16/2015  |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"  | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS   |                   |              |
| Work Objective:    | Blow well down  |                   |              |
| Contractors:       | DOUBLE HOOK 1, WILLIES, JCS, KNIGHT OIL TOOLS, RHETTS TRUCKING, WEATHERFORD   |                   |              |
| Completion Rig:    | Double Hook 1   | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | Well sent to sales  |                   |              |
| Activities         |   |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING   |                   |              |
| 0700-1430          | SITP @ 189, shot fluid level w/ echo meter, 5,900'. Blow dwn well, R/u willies hot oil, flushed Tbg w/ 40-bbls prod. Wtr @ 200 degr. Pooh l/d w/ 150-jnts 2 7/8" tbg, rinsed oily w/ 30-bbls prod. Wtr dwn csg @ 200 degr. Continue pooh l/d w/ 201-total jnts,psn & 2 7/8"x2" swedge. spot in new string of 2 7/8" j-55 6.5# plastic lined tbg. Prep. Tbg. Too windy to continue, closed blind rams, flow csg to sales |                   |              |
| 1430-1530          | CREW TRAVEL   |                   |              |
| 0000-0000          | Well shut in at 2:00pm on April 11th. Static FL and pressures pulled at 6:30am on April 13th. Tubing @ 150psi and casing @ 220psi. FL @ 6012ft.; Field test on casing to 1000psi for 15 minute hold on Saturday (April 20). EPA test performed on 4/22/2015. Good test for 30 minutes;  |                   |              |
| Costs (\$):        | Daily: 12,303   | Cum: 42,466       | AFE: 95,250  |

|                    |   |                   |              |
|--------------------|---|-------------------|--------------|
| Date:              | 04/17/2015  |                   |              |
| Tubing:            | OD: 2.875" ID: 2.307" Joints: 138" Depth Set: 4,592"  | PBTD:             | 6,740        |
| Supervisor:        | JIM BURNS   |                   |              |
| Work Objective:    | MI/RU workover rig  |                   |              |
| Contractors:       | DOUBLE HOOK 1, WILLIES, JCS, KNIGHT OIL TOOLS, WEATHERFORD, CAMERON   |                   |              |
| Completion Rig:    | Double Hook 1   | Supervisor Phone: | 435-299-2974 |
| Upcoming Activity: | Well sent to sales  |                   |              |
| Activities         |   |                   |              |
| 0600-0700          | CREW TRAVEL, SAFETY MEETING   |                   |              |
| 0700-1400          | P/u tally & rih w/ 2 7/8" re-entry guide, 1.875 XN, 4' x 2 7/8" pup jnt, 2' x 2 7/8" pup jnt, 5.5" as1-x PKR, 137-jnts 2 7/8" nickel coated tbg, 1-2 7/8" x 10' pup jnt, 1-jnt 2 7/8" nickel coated tbg, n/d bope, Set PKR @ 4,580' w/ 10K tension, landed tbg on 2 7/8"TC-1AEN SS Hanger, XN @ 4,590'. R/u Willies hot oil, filled csg w/ 60-bbls inhibited fresh wtr (PKR Fluid), venting gas & air. Tested csg to 1,000 psi - lost 100 psi in 10 mins, bled off gas, air & foamy fluid, tested again to 1,000 psi - lost 20 psi in 10 mins, continue bumping up psi to 1,000 psi. Set back pressure valve in hanger, capped well head w/temperary flange w/ ball valve, turn well over to hot oiler to continue getting a test on csg. |                   |              |
| 1400-1500          | CREW TRAVEL   |                   |              |
| Costs (\$):        | Daily: 2,830  | Cum: 45,296       | AFE: 95,250  |



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 8

1595 Wynkoop Street  
Denver, CO 80202-1129  
Phone 800-227-8917  
[www.epa.gov/region08](http://www.epa.gov/region08)

NOV 05 2015

Ref: 8P-W-UIC

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Kelly Bott  
Regulatory and Environmental Manager  
Ultra Resources, Inc.  
116 Inverness Drive East, Suite 400  
Englewood, Colorado 80112

43 047 53230  
Three Rivers 16-22-820  
16 85 20E

RE: Underground Injection Control  
One-year Limited Authorization to Inject Extension  
Five Ultra Petroleum Class II EOR Wells  
Permit information shown below  
Uintah County, Utah

Dear Ms. Bott:

The U.S. Environmental Protection Agency Region 8 has reviewed your well information submittal of October 23, 2015, and followed-up with Ultra Petroleum during a meeting on October 29. The EPA concurs with the latest Ultra data regarding the time and pressure build-up relationship in the Green River Formation, Three Rivers Field. Regarding preparations for conducting permit-required Radioactive Tracer Surveys (RATS) and Step Rate Tests (SRT) for the five wells, Ultra will need at least several months of additional injecting beyond the current Limited Authorization to Inject (LATI) before the target Maximum Allowable Injection Pressure (MAIP) is attained. The EPA has determined that a one-year LATI is necessary. The current LATI expires November 21, 2015.

The EPA requires monthly status reports (due by the 10<sup>th</sup> of the following month) on the injection progress for each well (e.g., progress of pressure buildup, volume of water injected, etc.). It is expected that once any well under the LATI reaches the MAIP, Ultra will conduct the RATS, SRT and any other tests required under the permits and promptly submit the data to the EPA. The EPA will evaluate the results of the testing and approve an authorization to inject as appropriate on a well by well basis.

The following five wells are approved for this LATI for a one-year period beginning November 21, 2015, and expiring on November 21, 2016.

| <u>Permit Number</u> | <u>Well Number</u> | <u>API Number</u> | <u>MAIP</u> |
|----------------------|--------------------|-------------------|-------------|
| UT22308-10679        | TR16-22-820        | 43-047-53230      | 1345 psig   |
| UT22309-10680        | TR16-24T-820       | 43-047-54341      | 1100 psig   |
| UT22310-10682        | TR16-32T-820       | 43-047-54290      | 1330 psig   |
| UT22311-10685        | TR16-34T-820       | 43-047-54355      | 1265 psig   |
| UT22312-10686        | TR16-36T-820       | 43-047-54289      | 1280 psig   |

Ultra is authorized to commence injection into these five wells at the respective MAIP listed above for a period of one-year. Ultra must receive prior authorization from the Director in order to inject at pressures greater than the permitted MAIP during any test. Please remember that it is your responsibility to be aware of, and to comply with, all conditions of these permits. If you have any questions regarding this approval, please call Bill Gallant at (303) 312- 6455 or (800) 227-8917, extension 312-6455, or Bruce Suchomel at (303) 312-6001 or (800) 227-8917, extension 312-6001.

Sincerely,



Darcy O'Connor  
Acting Assistant Regional Administrator  
Office of Partnerships and Regulatory Assistance

cc:

Uintah & Ouray Business Committee

Honorable Shaun Chapoose, Chairman  
Edred Secakuku, Vice-Chairman  
Reannin Tapoof, Executive Assistant

Bartholomew Stevens, Superintendent  
BIA - Uintah & Ouray Indian Agency

Bart Powaukee  
Environmental Director  
Ute Indian Tribe

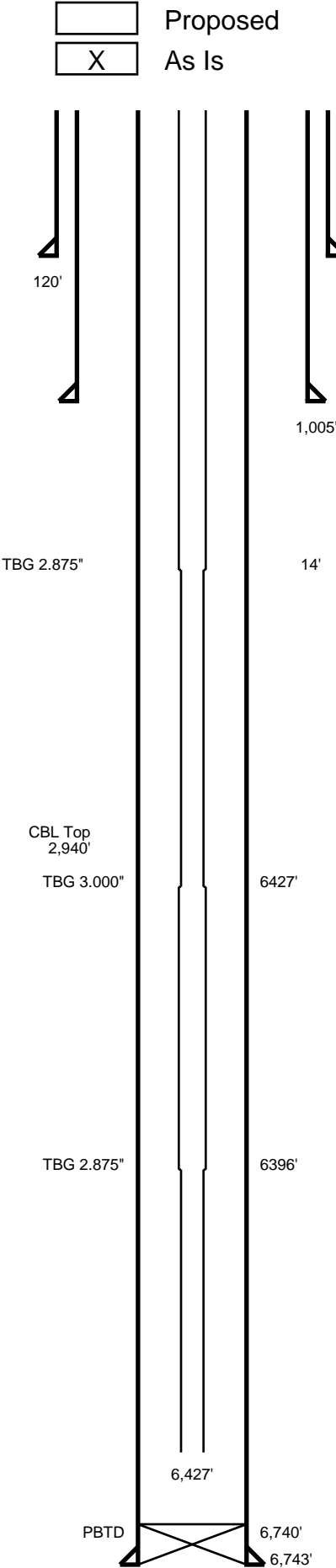
Minnie Grant  
Air Quality Coordinator  
Ute Indian Tribe

Bruce Pargeets  
Assistant Director of Energy & Minerals Dept.  
Ute Indian Tribe.

**Brad Hill**  
**Utah Division of Oil, Gas, and Mining**

**Robin Hansen**  
**Fluid Minerals Engineering Office**  
**BLM - Vernal Office**

|  |  |  |
|--|--|--|
| <b>STATE OF UTAH</b><br>DEPARTMENT OF NATURAL RESOURCES<br>DIVISION OF OIL, GAS, AND MINING  |  | <b>FORM 9</b>  |
| <b>SUNDRY NOTICES AND REPORTS ON WELLS</b><br><br>Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.   |  | <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b><br>ML-49319 |
| <b>1. TYPE OF WELL</b><br>Water Injection Well   |  | <b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>               |
| <b>2. NAME OF OPERATOR:</b><br>ULTRA RESOURCES INC   |  | <b>7. UNIT or CA AGREEMENT NAME:</b><br>THREE RIVERS-EOR   |
| <b>3. ADDRESS OF OPERATOR:</b><br>116 Inverness Drive East, Suite #400, Englewood, CO, 80112   |  | <b>8. WELL NAME and NUMBER:</b><br>Three Rivers 16-22-820  |
| <b>4. LOCATION OF WELL</b><br><b>FOOTAGES AT SURFACE:</b><br>1183 FNL 1947 FWL<br><b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b><br>Qtr/Qtr: NENW Section: 16 Township: 08.0S Range: 20.0E Meridian: S  |  | <b>9. API NUMBER:</b><br>43047532300000                    |
| <b>PHONE NUMBER:</b><br>303 645-9809 Ext   |  | <b>9. FIELD and POOL or WILDCAT:</b><br>THREE RIVERS       |
| <b>COUNTY:</b><br>UINTAH   |  | <b>STATE:</b><br>UTAH                                      |
| 11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA  |  |  |
| <b>TYPE OF SUBMISSION</b>  | <b>TYPE OF ACTION</b>  |  |
| <input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b><br>Approximate date work will start:<br><b>6/17/2016</b><br><br><input type="checkbox"/> <b>SUBSEQUENT REPORT</b><br>Date of Work Completion:<br><br><input type="checkbox"/> <b>SPUD REPORT</b><br>Date of Spud:<br><br><input type="checkbox"/> <b>DRILLING REPORT</b><br>Report Date:   | <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE<br/> <input type="checkbox"/> CHANGE TO PREVIOUS PLANS<br/> <input checked="" type="checkbox"/> CHANGE WELL STATUS<br/> <input type="checkbox"/> DEEPEN<br/> <input type="checkbox"/> OPERATOR CHANGE<br/> <input type="checkbox"/> PRODUCTION START OR RESUME<br/> <input type="checkbox"/> REPERFORATE CURRENT FORMATION<br/> <input type="checkbox"/> TUBING REPAIR<br/> <input type="checkbox"/> WATER SHUTOFF<br/> <input type="checkbox"/> WILDCAT WELL DETERMINATION         </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING<br/> <input type="checkbox"/> CHANGE TUBING<br/> <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS<br/> <input type="checkbox"/> FRACTURE TREAT<br/> <input type="checkbox"/> PLUG AND ABANDON<br/> <input type="checkbox"/> RECLAMATION OF WELL SITE<br/> <input type="checkbox"/> SIDETRACK TO REPAIR WELL<br/> <input type="checkbox"/> VENT OR FLARE<br/> <input type="checkbox"/> SI TA STATUS EXTENSION<br/> <input type="checkbox"/> OTHER         </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR<br/> <input type="checkbox"/> CHANGE WELL NAME<br/> <input type="checkbox"/> CONVERT WELL TYPE<br/> <input type="checkbox"/> NEW CONSTRUCTION<br/> <input type="checkbox"/> PLUG BACK<br/> <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION<br/> <input type="checkbox"/> TEMPORARY ABANDON<br/> <input type="checkbox"/> WATER DISPOSAL<br/> <input type="checkbox"/> APD EXTENSION<br/>           OTHER: <input style="width: 100px;" type="text"/> </div> </div> |  |
| 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.<br><div style="display: flex; justify-content: space-between;"> <div style="width: 60%;">           This well was converted from an injector back to a producing well<br/>           6/9/2016 with the production resuming 6/10/2016.         </div> <div style="width: 35%; text-align: right;"> <b>Accepted by the<br/>Utah Division of<br/>Oil, Gas and Mining</b><br/><br/> <b>Date:</b> <u>June 27, 2016</u><br/> <b>By:</b> </div> </div> |  |  |
| <b>NAME (PLEASE PRINT)</b><br>Jasmine Allison  |  | <b>PHONE NUMBER</b><br>307 367-5041                        |
| <b>SIGNATURE</b><br>N/A  |  | <b>TITLE</b><br>Sr. Permitting Analyst                     |
| <b>DATE</b><br>6/17/2016   |  |  |



THREE RIVERS 16-22-820

Sec 16, 8S, 20E

GL: 4,764.0, KB: 4,777.0

Uintah County, Utah

|            |        |        |       |       |         |
|------------|--------|--------|-------|-------|---------|
|            | Size   | Weight | Grade | Depth | Sks/Cmt |
| Conductor  | 16.000 | 75.000 | J-55  | 120   |         |
| Surface    | 8.625  | 24.000 | J-55  | 1005  | 675     |
| Production | 5.500  | 17.000 | J-55  | 6743  | 415     |
| Tubing     | 2.875  | 6.5    | J-55  | 6427  |         |
| Cement Top |        |        |       | 2910  |         |

| Stage |           | PERFORATIONS |           |           |           |           |           |           |  |
|-------|-----------|--------------|-----------|-----------|-----------|-----------|-----------|-----------|--|
| 1     | 6137-6138 | 6148-6149    | 6170-6171 | 6194-6196 | 6212-6213 | 6269-6270 | 6285-6286 | 6313-6314 |  |
|       | 6325-6326 | 6368-6369    |           |           |           |           |           |           |  |
| 2     | 5882-5883 | 5895-5897    | 5904-5905 | 5940-5941 | 5952-5953 | 5974-5976 | 5983-5984 | 6006-6007 |  |
|       | 6032-6033 | 6057-6058    | 6079-6080 |           |           |           |           |           |  |
| 3     | 5572-5573 | 5616-5617    | 5636-5637 | 5690-5692 | 5701-5702 | 5729-5730 | 5744-5745 | 5764-5765 |  |
|       | 5778-5779 | 5801-5802    | 5814-5815 |           |           |           |           |           |  |
| 4     | 5356-5357 | 5375-5376    | 5403-5404 | 5422-5423 | 5433-5435 | 5452-5453 | 5470-5471 | 5523-5524 |  |
|       | 5538-5539 |              |           |           |           |           |           |           |  |
| 5     | 4940-4941 | 4954-4955    | 5018-5019 | 5056-5058 | 5063-5064 | 5099-5100 | 5110-5111 | 5200-5202 |  |
|       | 5249-5250 |              |           |           |           |           |           |           |  |
| 6     | 4608-4609 | 4617-4618    | 4654-4655 | 4680-4681 | 4707-4708 | 4730-4732 | 4742-4743 | 4777-4778 |  |
|       | 4815-4816 | 4839-4840    | 4851-4852 |           |           |           |           |           |  |

| Stage   | Date       | Av.Rate | Av.Press | Proppant | CleanFluid | Screenout |
|---------|------------|---------|----------|----------|------------|-----------|
| 1       | 06/18/2013 | 59.7    | 2,758    | 233,500  | 6,743      | N         |
| 2       | 06/18/2013 | 59.3    | 2,341    | 192,100  | 7,003      | N         |
| 3       | 06/19/2013 | 59.2    | 2,688    | 141,300  | 4,405      | N         |
| 4       | 06/19/2013 | 59.2    | 2,688    | 116,100  | 3,238      | N         |
| 5       | 06/19/2013 | 58.6    | 2,948    | 68,100   | 2,001      | N         |
| 6       | 06/19/2013 | 59.5    | 2,077    | 149,480  | 4,087      | N         |
| Totals: |            |         |          | 900,580  | 27,477     |           |

| Actual Formation or Depth | Top   | Sand Type          | Amount |
|---------------------------|-------|--------------------|--------|
| Top Green River           | 2,529 | Gross Sand Drilled |        |
| Birds Nest Top            | 2,896 | Gross Sand Logged  |        |
| Birds Nest Base           | 3,282 | Net Sand           |        |
| Lower Green River         | 4,600 | Net Pay            |        |
| Douglas Creek             | 5,319 |                    |        |
| Travis Black Shale        | 5,669 |                    |        |
| Castle Peak               | 5,955 |                    |        |
| BASE UTELAND              | 6,382 |                    |        |
| Wasatch TR                | 6,383 |                    |        |
| Proposed TD               | 6,765 |                    |        |

| Move In    | Spud Date  | TD Date    | Rig Release | 1st Prod   | Full Sales | Workover   | LOE        |
|------------|------------|------------|-------------|------------|------------|------------|------------|
| 05/31/2013 | 05/31/2013 | 05/31/2013 | 05/31/2013  | 06/27/2013 | 07/07/2013 | 10/20/2014 | 08/29/2014 |

| Tbg Date   | Qty | Equipment | Description             | OD    | ID    | Length | Depth | Thread | Weight | Grade |
|------------|-----|-----------|-------------------------|-------|-------|--------|-------|--------|--------|-------|
| 06/10/2016 | 1   | KB        |                         |       |       |        | 13    |        |        |       |
| 06/10/2016 | 1   | Tubing    | HANGER                  | 7.063 | 2.441 | 1      | 14    | 8RD    |        |       |
| 06/10/2016 | 205 | Tubing    | JOINTS                  | 2.875 | 2.441 | 06,374 | 6,388 | 8RD    | 6.5    | J-55  |
| 06/10/2016 | 1   | Pump/SN   |                         | 2.875 | 2.310 | 1      | 6,389 | 8RD    |        | J-55  |
| 06/10/2016 | 1   | Pup Joint | PERFORATED              | 2.875 | 2.441 | 4      | 6,393 | 8RD    | 6.5    | J-55  |
| 06/10/2016 | 1   | TAC       | 1/4 TURN BSC            | 5.500 | 2.441 | 3      | 6,396 | 8RD    |        |       |
| 06/10/2016 | 1   | Tubing    | JOINT                   | 2.875 | 2.441 | 31     | 6,427 | 8RD    | 6.5    | J-55  |
| 06/10/2016 | 1   | Tubing    | NOTCHED PIN STOP COLLAR | 3.000 | 2.875 | 0      | 6,427 | 8RD    | 6.5    | J-55  |

| Rod Num | Size  | Grade | Length | Depth Set | Guided | Comments                       |
|---------|-------|-------|--------|-----------|--------|--------------------------------|
| 1       | 1.500 | SM    | 30     | 20        | N      | POLISH ROD                     |
| 3       | 0.875 | MMS   | 75     | 95        | N      | 4 PER                          |
| 1       | 0.875 | MMS   | 6      | 101       | N      | PONY ROD                       |
| 66      | 0.875 | MMS   | 1,650  | 1,751     | N      | 4 PER                          |
| 12      | 0.875 | MMS   | 300    | 2,051     | N      | 6 PER                          |
| 142     | 0.750 | MMS   | 3,550  | 5,601     | N      | 4 PER                          |
| 30      | 1.000 | MMS   | 750    | 6,351     | N      | 4 PER                          |
| 1       |       |       |        |           | N      | 25-150-RHAC-24-4-0-0 PUMP #669 |